MARVEL

EPIC COLLECTION

X-MEN



MUTANT GENESIS

NICIEZA • CLAREMONT • PORTACIO • LEE • KUBERT

EPIC COLLECTION



X-MEN

MUTANT GENESIS

VOLUME 19

1991

X-MEN ANNUAL #15, X-FACTOR #65-70, UNCANNY X-MEN #278-280, X-MEN #1-3
AND MATERIAL FROM NEW MUTANTS ANNUAL #7 & X-FACTOR ANNUAL #6

EPIC COLLECTION

EPIC

The Epic Collections feature the best characters and stories from Marvel's vast history. Volumes are not published in chronological order — so start your collection today with this edition!





WRITERS:
FABIAN NICIEZA, JIM LEE, WHILCE PORTACIO, CHRIS CLAREMONT & PETER DAVID WITH **LEN KAMINSKI**

PENCILERS:
KIRK JARVINEN, TOM RANEY, TERRY SHOEMAKER, WHILCE PORTACIO, PAUL SMITH, ANDY KUBERT & JIM LEE WITH **JERRY DECAIRE, ERNIE STINER & STEVEN BUTLER**

INKERS:
JOSEF RUBINSTEIN, AL MILGROM, ART THIBERT, HILARY BARTA & SCOTT WILLIAMS WITH **ART NICHOLS, DON HUDSON, BRAD VANCATA, MICHAEL BAIR & CO.**

COLORISTS:
MIKE THOMAS, BRAD VANCATA, STEVE BUCCELLATO, GLYNIS OLIVER, DANA MORESHEAD & JOE ROSAS WITH **KEVIN TINSLEY**

LETTERERS:
JOE ROSEN, CHRIS ELIOPOULOS, MICHAEL HEISLER, PAT BROSSEAU & TOM ORZECHOWSKI WITH **LOIS BUHALIS & TOMOKO SAITO**

ASSISTANT EDITOR:
SUZANNE GAFFNEY

EDITOR:
BOB HARRAS

FRONT COVER ARTISTS:
WHILCE PORTACIO, ART THIBERT & VERONICA GANDINI

BACK COVER ARTISTS:
WHILCE PORTACIO & ART THIBERT

X-MEN CREATED BY STAN LEE & JACK KIRBY

COLLECTION EDITOR: MARK D. BEAZLEY
ASSISTANT EDITOR: CAITLIN O'CONNELL
ASSOCIATE MANAGING EDITOR: KATERI WOODY
ASSOCIATE MANAGER, DIGITAL ASSETS: JOE HOCHSTEIN
SENIOR EDITOR, SPECIAL PROJECTS: JENNIFER GRÜNWALD
VP PRODUCTION & SPECIAL PROJECTS: JEFF YOUNGQUIST
RESEARCH & LAYOUT: JEPH YORK
PRODUCTION: COLORTEK & JOE FRONTIRRE

SVP PRINT, SALES & MARKETING: DAVID GABRIEL
DIGITAL MANAGER/PRODUCTION: TIM SMITH 3
DIGITAL PRODUCTION: KOU CHEN & RACHEL YOUNG

EDITOR IN CHIEF: AXEL ALONSO
CHIEF CREATIVE OFFICER: JOE QUESADA
PRESIDENT: DAN BUCKLEY
EXECUTIVE PRODUCER: ALAN FINE

NEW MUTANTS ANNUAL #7, 1991
"THE KILLING STROKE PART I: THE FIRST CUT"

X-MEN ANNUAL #15, 1991
"KINGS OF PAIN PART 3: QUEENS OF SACRIFICE"
"THE KILLING STROKE PART TWO: THE RAZOR'S EDGE"
"THE ORIGIN OF THE X-MEN"
"THE ENEMY WITHIN"

X-FACTOR ANNUAL #6, 1991
"KING OF PAIN"
"THE KILLING STROKE PART THREE: SACRIFICIAL LAMBS"

X-FACTOR #65, APRIL 1991
"ENDGAME PART I: MALIGN INFLUENCES"

X-FACTOR #66, MAY 1991
"HEROIC EFFORT"

X-FACTOR #67, JUNE 1991
"ENDGAME PART III: LUNAR OPPOSITION!"

X-FACTOR #68, JULY 1991
"FINALE"

UNCANNY X-MEN #278, JULY 1991
"THE BATTLE OF MUIR ISLE"

UNCANNY X-MEN #279, AUGUST 1991
"BAD TO THE BONE"

X-FACTOR #69, AUGUST 1991
"CLASH REUNION"

UNCANNY X-MEN #280, SEPTEMBER 1991
"ONE STEP BACK — TWO STEPS FORWARD"

X-FACTOR #70, SEPTEMBER 1991
"ENDS AND ODDS"

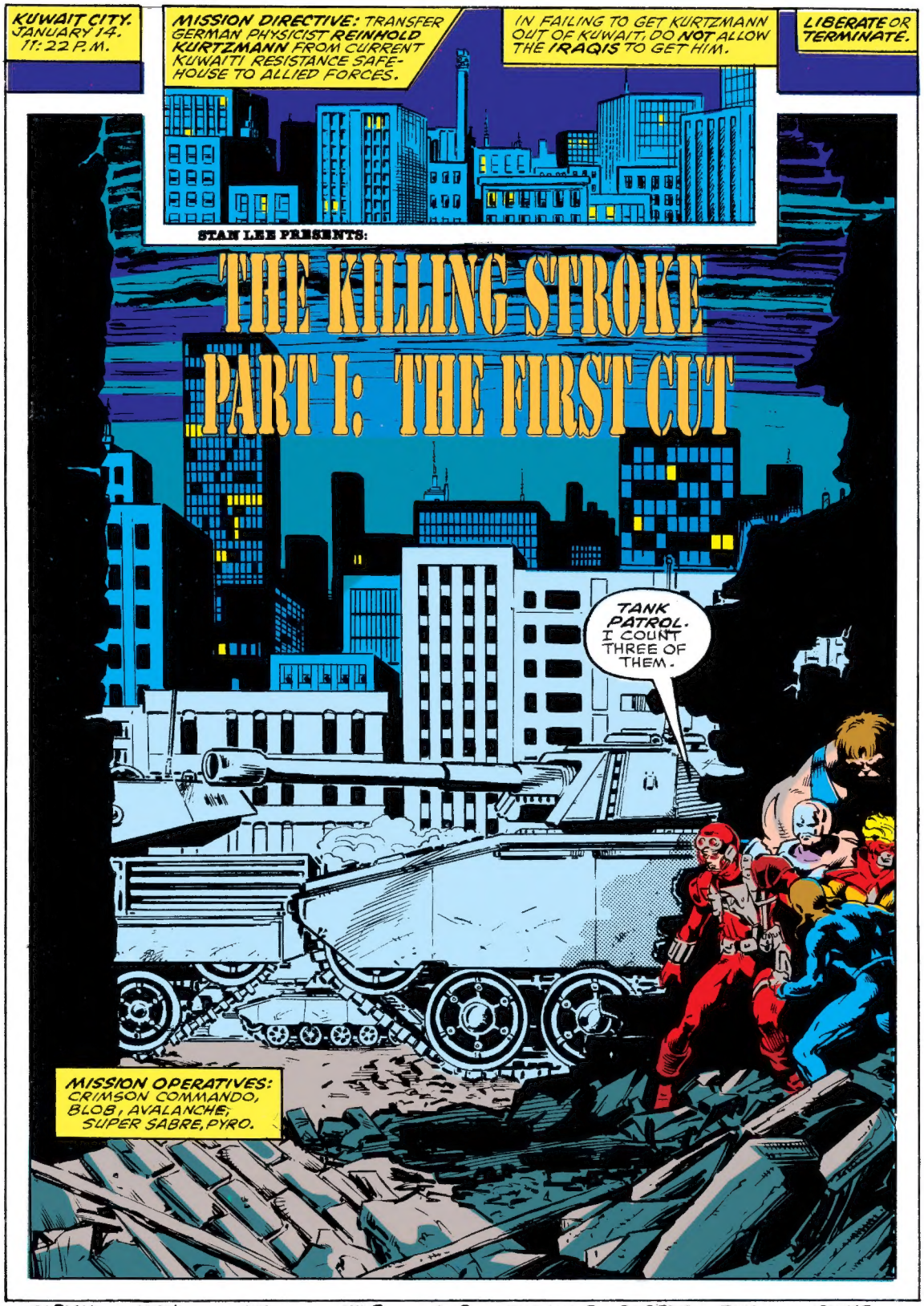
X-MEN #1, OCTOBER 1991
"RUBICON"

X-MEN #2, NOVEMBER 1991
"FIRESTORM"

X-MEN #3, DECEMBER 1991
"FALLOUT!"

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM


MARVEL COMICS
ANNUAL
PART 1
KINGS OF PAIN
64 PAGES
$2.00/ $2.75 CAN.
NEW MUTANTS
7•1991
02826
APPROVED BY THE COMICS CODE
AUTHORITY
THE NEW MUTANTS
MIGNOLA



FABIAN NICIEZA — WRITER
KIRK JARVININ — PENCILER
JOE RUBINSTEIN — INKER
MIKE THOMAS — COLORIST
JOE ROSEN — LETTERER
SUZANNE GAFFNEY — ASST. EDITOR
ROBERT HARRAS — BOSS
TOM DEFALCO — BOSS MAN
IRVING FORBUSH — BIG BOSS MAN

TAKE THEM OUT, *FREEDOM FORCE!*

BLOB--?

I'M ON IT, *COMMANDO*-- DON'T GETCHER OLD BONES IN A TIZZY OR NUTHIN'!

FSWOOSH

KRUMMM

PYRO--*AVALANCHE*-- SHAKE THE TROOPS OUT-- LET'S TAKE THEM HAND-TO-HAND!

SABRE'S RIGHT! AS QUIET AS POSSIBLE!

THE HATCH IS POPPED, BLOB--KEEP THE TANK FROM MOVING!

OLD MAN--THERE AIN'T *NUTHIN'* ON THIS PLANET THAT CAN MOVE ME WHEN I DON' WANNA BE MOVED.

TEAR GAS IN THE HOLE! *CLEAR OUT!*

ANYONE INSIDE THIS *OVEN* I'VE CREATED ISN'T GOING T'BE MUCH OF A COMBAT THREAT, I'D VENTURE.

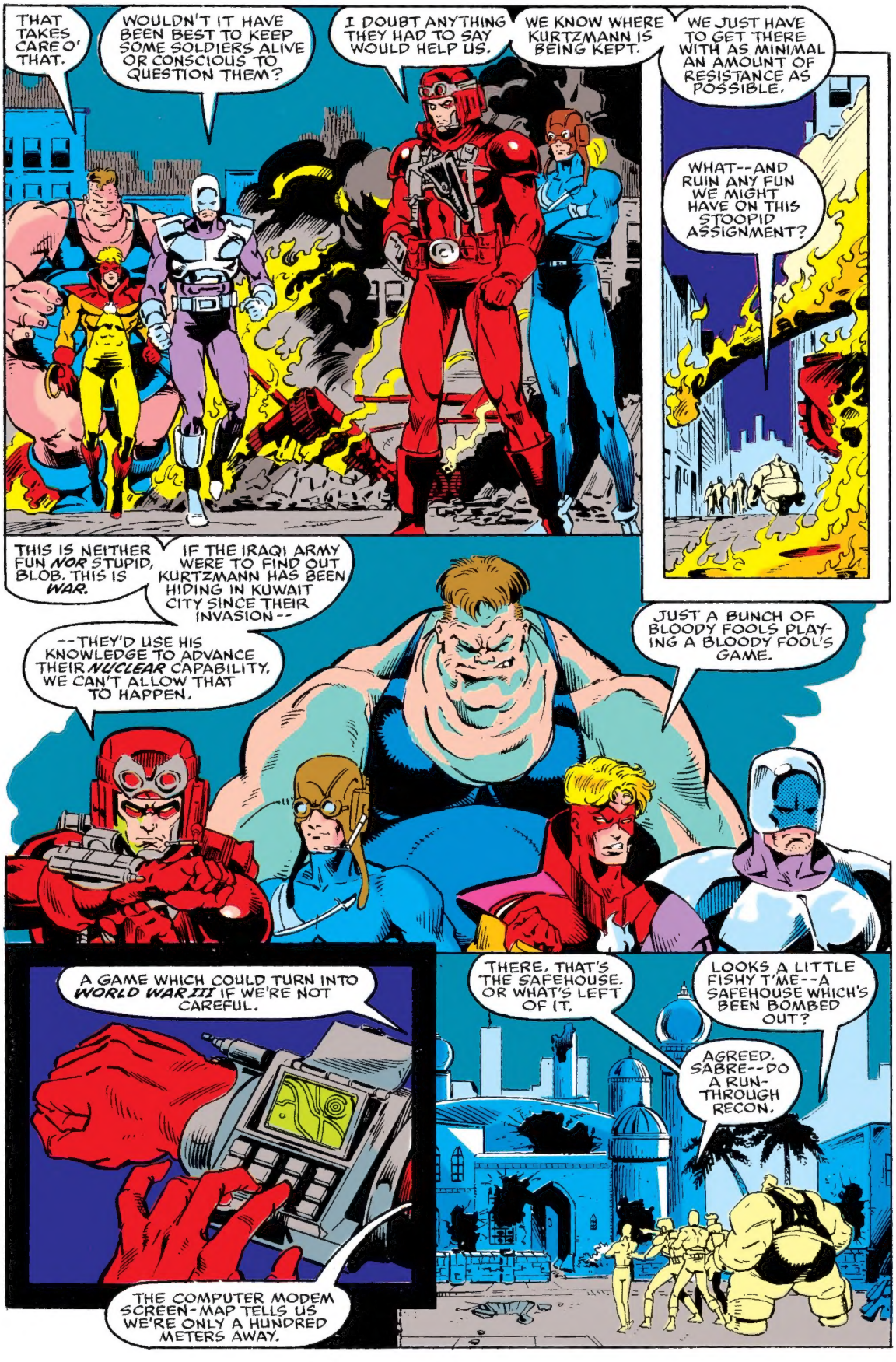
SO MUCH *LESS* A BOTHER THAN THE TARTS THE REST OF *YOU* ARE MUCKING ABOUT WITH, NO?

NO

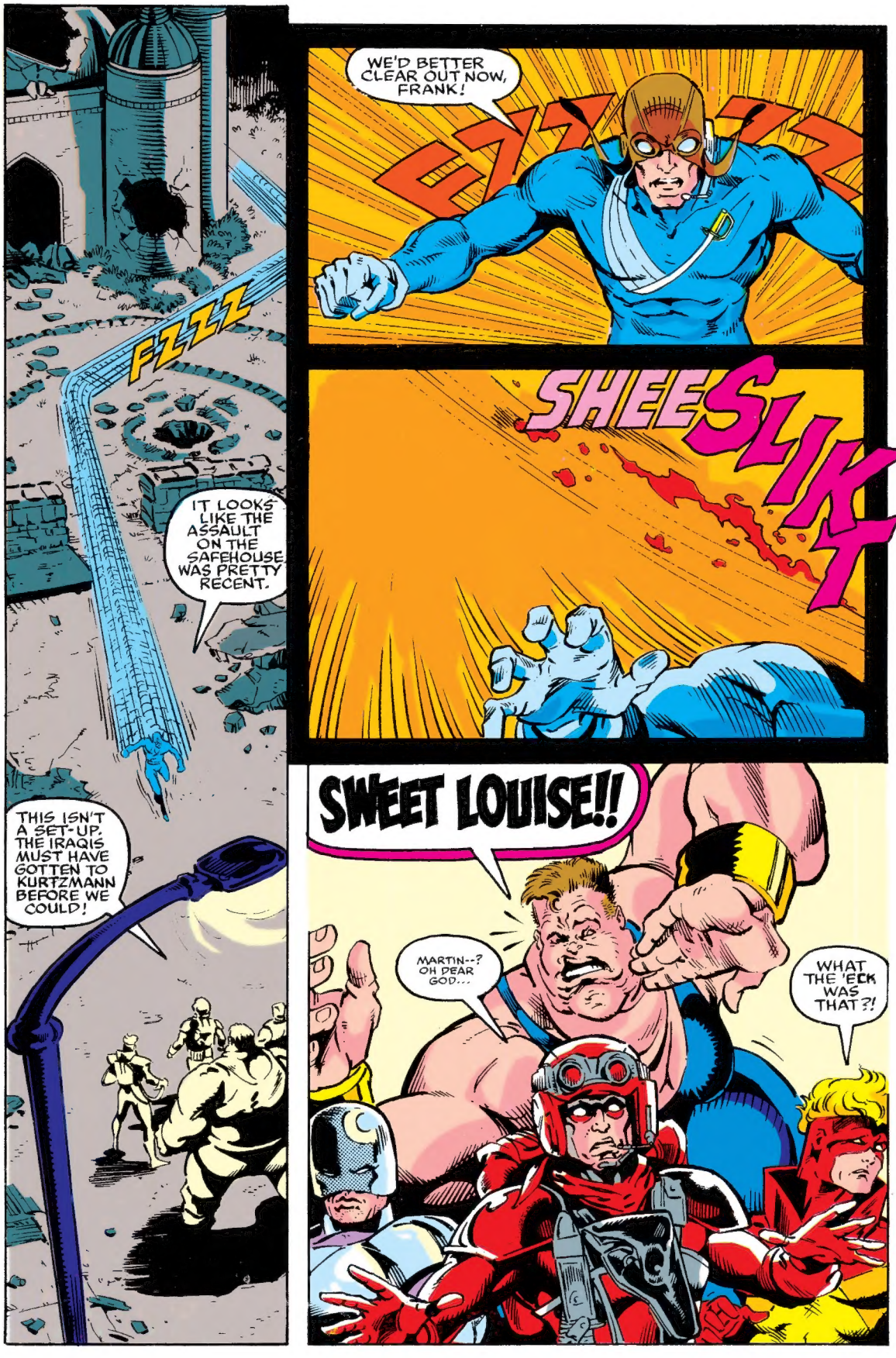
TROUBLE

AT ALL

PYRO!


THAT TAKES CARE O' THAT.
WOULDN'T IT HAVE BEEN BEST TO KEEP SOME SOLDIERS ALIVE OR CONSCIOUS TO QUESTION THEM?
I DOUBT ANYTHING THEY HAD TO SAY WOULD HELP US.
WE KNOW WHERE KURTZMANN IS BEING KEPT.
WE JUST HAVE TO GET THERE WITH AS MINIMAL AN AMOUNT OF RESISTANCE AS POSSIBLE.
WHAT--AND RUIN ANY FUN WE MIGHT HAVE ON THIS STOOPID ASSIGNMENT?
THIS IS NEITHER FUN *NOR* STUPID, BLOB. THIS IS *WAR.*
IF THE IRAQI ARMY WERE TO FIND OUT KURTZMANN HAS BEEN HIDING IN KUWAIT CITY SINCE THEIR INVASION--
--THEY'D USE HIS KNOWLEDGE TO ADVANCE THEIR *NUCLEAR* CAPABILITY. WE CAN'T ALLOW THAT TO HAPPEN.
JUST A BUNCH OF BLOODY FOOLS PLAYING A BLOODY FOOL'S GAME.
A GAME WHICH COULD TURN INTO *WORLD WAR III* IF WE'RE NOT CAREFUL.
THERE. THAT'S THE SAFEHOUSE. OR WHAT'S LEFT OF IT.
LOOKS A LITTLE FISHY T'ME--A SAFEHOUSE WHICH'S BEEN BOMBED OUT?
AGREED, SABRE--DO A RUN-THROUGH RECON.
THE COMPUTER MODEM SCREEN-MAP TELLS US WE'RE ONLY A HUNDRED METERS AWAY.


YOU GOT IT, FRANK.
FZZZZ
FZZZZ
FZZZZ
FZZZZ
FZZZZ
FZZZZ
NOTHING.
COMMANDO-- DO YOU COPY?
FZZZ
CHECK.
THIS PLACE IS EMPTY. TOO EMPTY.
FZZZ
WAIT-- I'VE FOUND SOMETHING.
I'VE REACHED THE CELLAR HIDEAWAY.
EMPTY.
THERE'S NO ONE HERE. COULD THIS BE A SET-UP?


FZZZZ
IT LOOKS LIKE THE ASSAULT ON THE SAFEHOUSE WAS PRETTY RECENT.
THIS ISN'T A SET-UP. THE IRAQIS MUST HAVE GOTTEN TO KURTZMANN BEFORE WE COULD!
WE'D BETTER CLEAR OUT NOW, FRANK!
SHEESLIKT
SWEET LOUISE!!
MARTIN--? OH DEAR GOD...
WHAT THE 'ECK WAS THAT?!


HUH? TELL ME--WHAT WAS THAT?!!
HIS HEAD FELL CLEAN OFF HIS BODY! DJOU SEE THAT?
I--I DON'T SEE ANY-THING OUT THERE--!
LET'S BUG OUT OF HERE!
CLEAN OFF HIS SCRAWNY LITTLE BODY! DJOU SEE?
HOW COULD THAT HAVE HAPPENED?
WAIT A MO'--WAIT A MO'--
WHAT'S THIS FOG?
WHERE'S IT COMING FROM, EH?
I SAY WE BUG OUT NOW!
SHUT UP FOR A MINUTE, PYRO!
I'M SWITCHING TO INFRA-RED SIGHTS NOW--
--BUT I'M STILL NOT PICKING UP ANYTHING--
THEN WHERE'S THIS FREAKIN' FOG COMIN' FROM?!
I'M WITH THE LIMEY--LET'S GET THE #@$% OUT OF HERE!


C'MON OLD MAN! WHAT'S THE FLIPPIN' DEAL?
I'M INCREASING SENSORY RANGE--
I HAVE MULTIPLE HEARTBEATS--
WHERE? WHERE! I DON'T SEE A BLOODY THING!
FSHH FSHH
ALL AROUND! FRONT AND BACK!
CLOSING. FIFTEEN METERS--
WE CAN'T SEE NUTHIN'!
TEN METERS--
THERE'S NUTHIN' HERE YOU IDIOT!
FIVE--
SHEESH
SLIKT
AAH--!
AAAGH!!
AAA
AAA
TEA TIME'S OVER! ROCKEM SOCKEM!
FRRSHSH


WE HAVE TO MAKE IT BACK TO THE DUST-OFF POINT!
I'M CALLING IN THE CHOPPER NOW!
WHAT--?
FLIK
NNNGHH
I SEE ONE OF 'EM!
HE'S NAILED AVALANCHE WITH A BLOODY SWORD!
FRRSHSH
STREWTH--!
WHOOOSH
AAGHH!
SOMEONE TURNED ME FIRE BACK ON ME!
SMOKE'S THICKER THAN BLOB'S GUT--!
HUH--
AAAK--!
STAY DOWN, COMMANDO.
LET'S DO IT THEN...
WHOEVER'S OUT THERE-- COME'N GET ME...


I BELIEVE THIS IS THE MAN YOU ARE AFTER?
NOW YOU MUST ASK YOURSELF, AMERICAN...
IS HE *REALLY* WORTH DYING FOR?
AND SHOULD YOUR ANSWER BE YES--
--THEN *DESERT SWORD* IS READY TO COMPLY!
TO BE CONTINUED IN X-MEN ANNUAL #15


MARVEL COMICS
ANNUAL
PART 3
KINGS OF PAIN
64 PAGES
$2.00/ $2.50 CAN.
X-MEN
15•1991
UK 90p
APPROVED BY THE COMICS CODE AUTHORITY
THE UNCANNY
X-MEN
50 YEARS
A
OF CAPTAIN AMERICA
1941 – 1991
MIGNOLA

KINGS OF PAIN™

PART 3

FEATURING:

THE UNCANNY X-MEN®

Queens of Sacrifice (Kings of Pain Pt.3)

♦♦♦ pg 2

The Razor's Edge (The Killing Stroke Pt. 2)

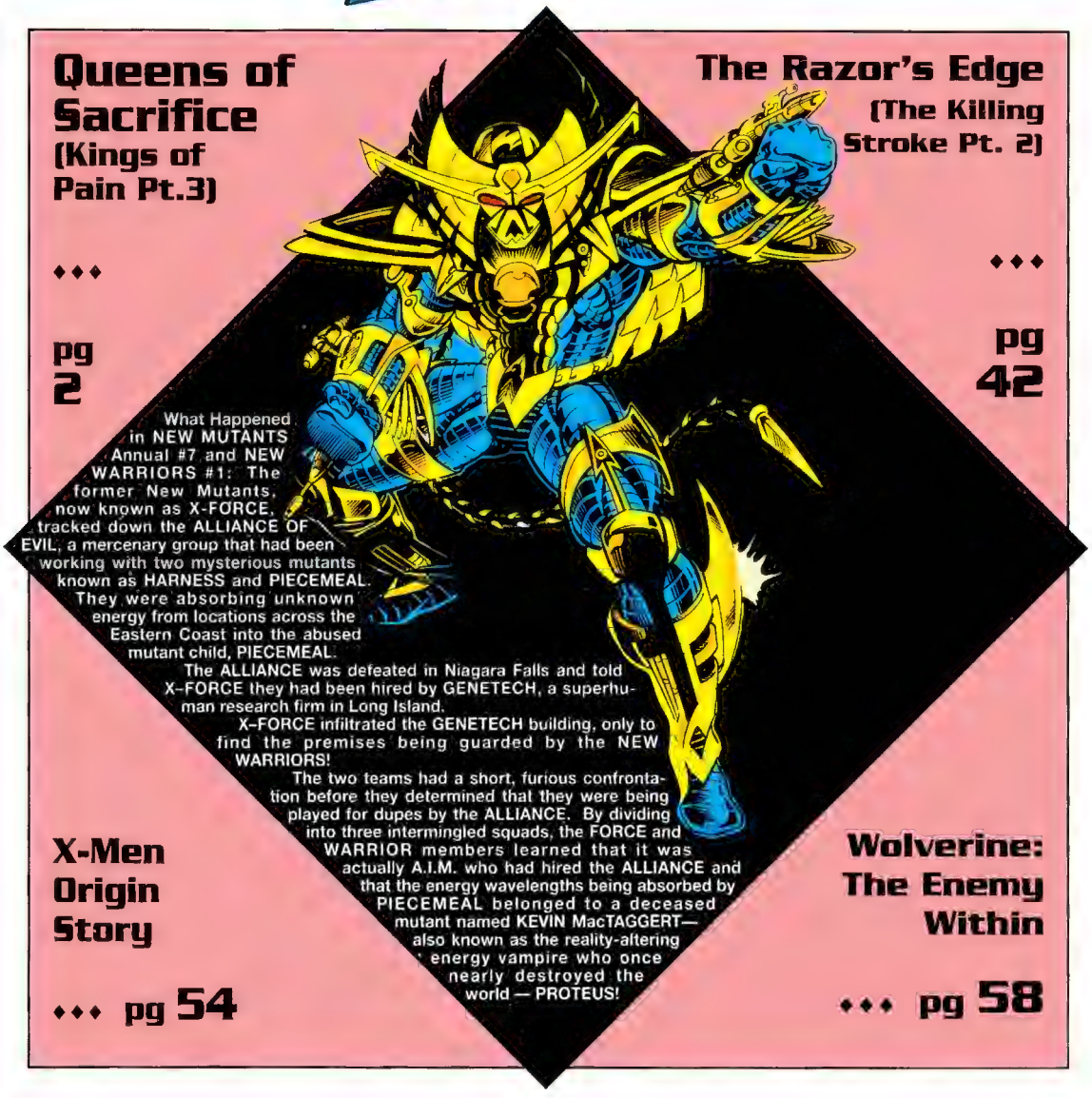
♦♦♦ pg 42

X-Men Origin Story

♦♦♦ pg 54

Wolverine: The Enemy Within

♦♦♦ pg 58



What Happened in NEW MUTANTS Annual #7 and NEW WARRIORS #1: The former New Mutants, now known as X-FORCE, tracked down the ALLIANCE OF EVIL, a mercenary group that had been working with two mysterious mutants known as HARNESS and PIECEMEAL. They were absorbing unknown energy from locations across the Eastern Coast into the abused mutant child, PIECEMEAL.

The ALLIANCE was defeated in Niagara Falls and told X-FORCE they had been hired by GENETECH, a superhuman research firm in Long Island.

X-FORCE infiltrated the GENETECH building, only to find the premises being guarded by the NEW WARRIORS!

The two teams had a short, furious confrontation before they determined that they were being played for dupes by the ALLIANCE. By dividing into three intermingled squads, the FORCE and WARRIOR members learned that it was actually A.I.M. who had hired the ALLIANCE and that the energy wavelengths being absorbed by PIECEMEAL belonged to a deceased mutant named KEVIN MacTAGGERT— also known as the reality-altering energy vampire who once nearly destroyed the world — PROTEUS!

X-FORCE:

CABLE! DOMINO! CANNONBALL! BOOM BOOM! SHATTERSTAR! FERAL! WARPATH!

THE NEW WARRIORS:

NAMORITA! CHORD! SILHOUETTE! FIRESTAR!
MARVEL BOY! NIGHT THRASHER! SPEEDBALL! NOVA!

MISSION REPORT: BOTH TEAMS DESPERATELY HEAD TOWARDS THE MUIR ISLAND SCIENTIFIC RESEARCH CENTER OFF THE COAST OF SCOTLAND!

HAVING FAILED TO CONTACT THE ISLAND'S OWNER, MOIRA MACTAGGERT, IN ORDER TO TELL HER THAT A.I.M. SEEKS TO RECREATE HER SON, PROTEUS --

-- BOTH TEAMS TENSELY ANTICIPATE THE WORST!

KINGS OF PAIN PART 3: QUEENS OF SACRIFICE

X-FORCE - 1 TO MUIR ISLAND CENTER--DO YOU COPY--

-- TRANSMISSION'S CLEAN ON THIS END, MUIR ISLAND --

FABIAN NICIEZA--WRITER
TOM RANEY--PENCILER
JOE RUBINSTEIN & CO.--INKER
JOE ROSEN--LETTERER
BRAD VANCATA--COLORIST
SUZANNE GAFFNEY--ASST. EDITOR
BOB HARRAS--EDITOR
TOM DEFALCO--EDITOR-IN-CHIEF

STILL NO RESPONSE, CABLE.

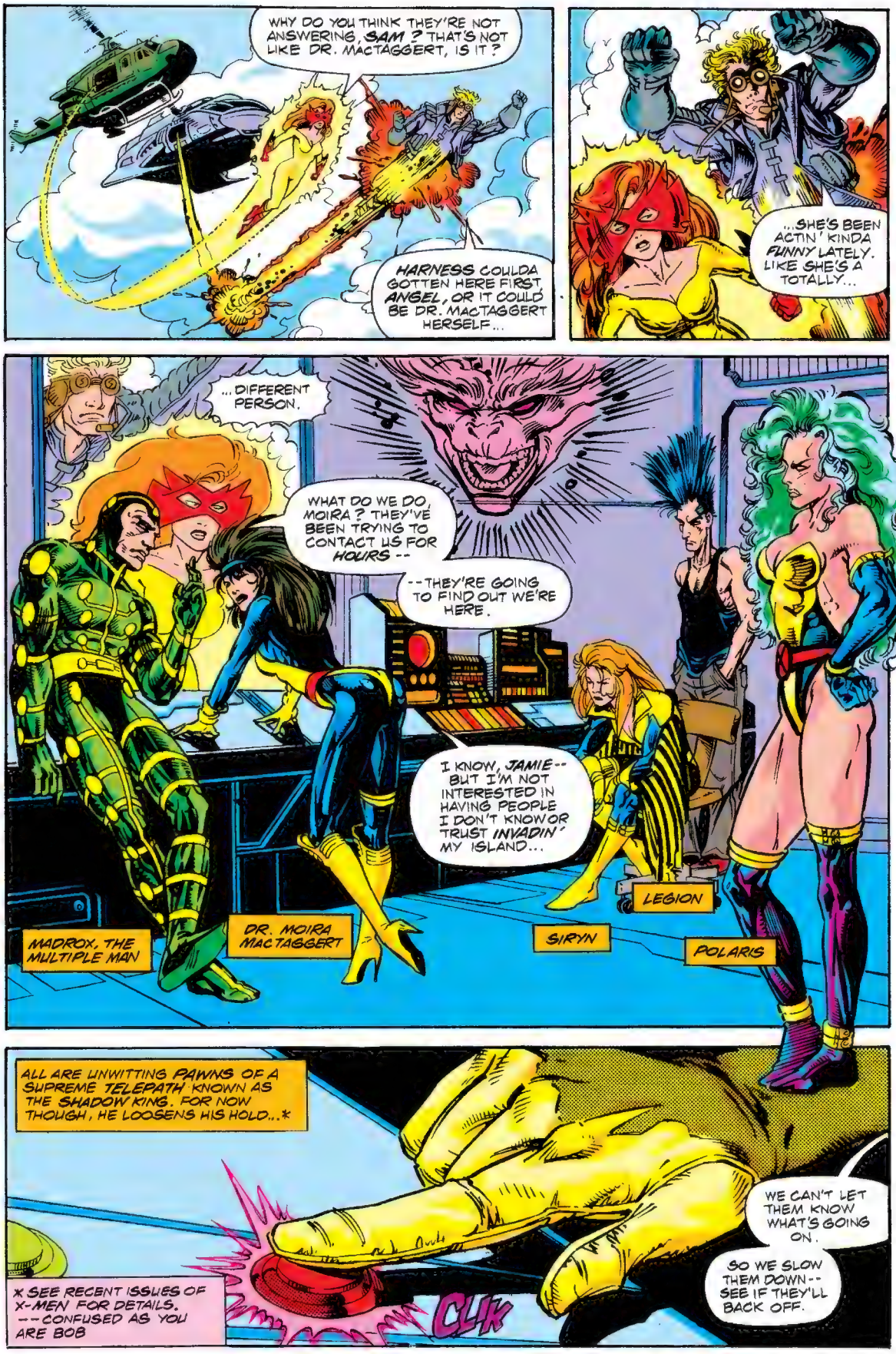
YOU COPY, CHORD?

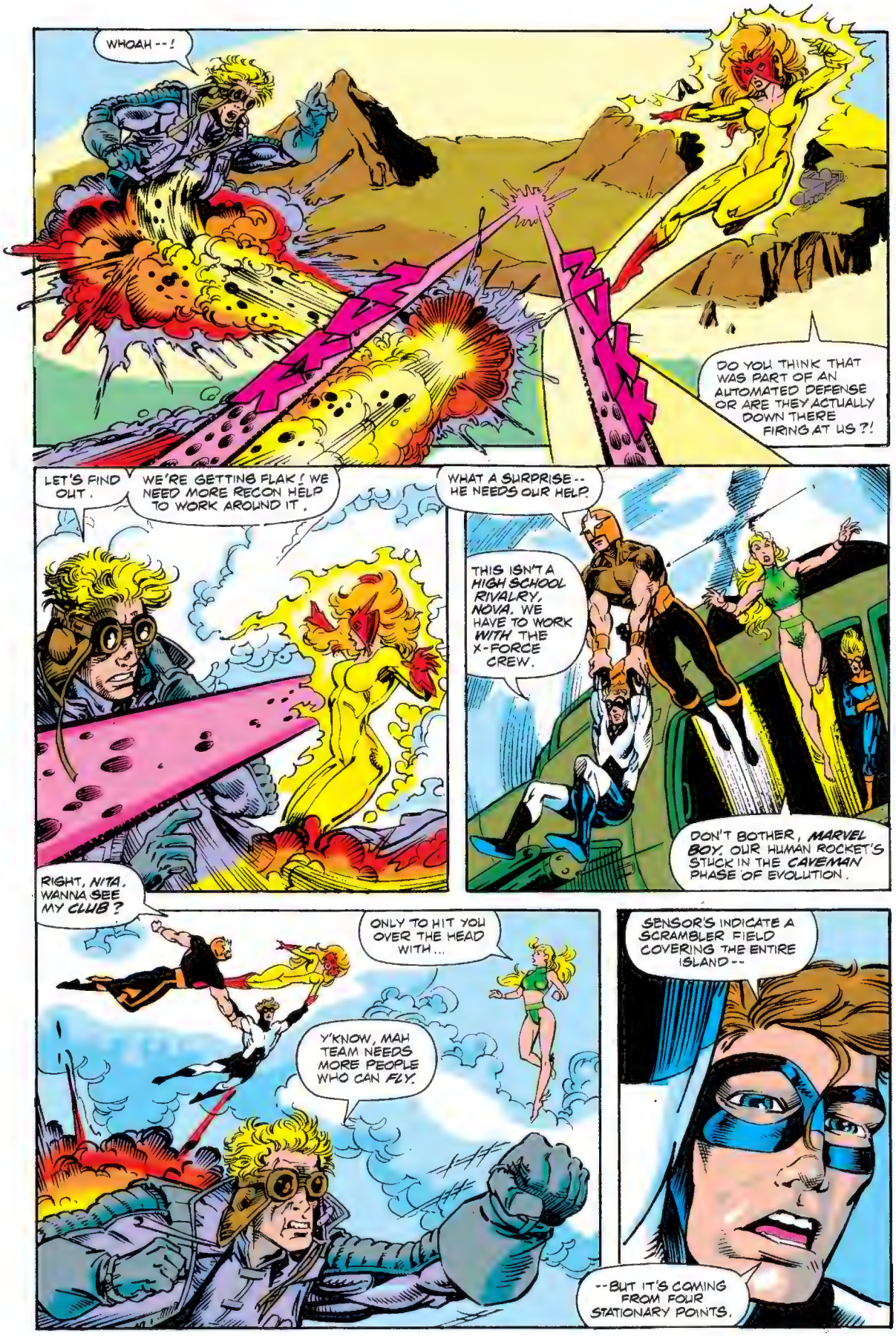
ROGER. DO WE LAND OR SEND A FLY-BY RECON?

THE LATTER. CANNONBALL, HIGH-ALTITUDE FLY-BY. CHECK FOR GROUND SECURITY DEFENSES... BE CAREFUL.

NO PROBLEM, SIR, I'LL EVEN DULL MAH BLAST-FIELD NOISE DOWN. THEY WON'T HEAR ME AT ALL.

WE SHOULD SEND FIRESTAR. SHE CAN BATHE THE ISLAND WITH A MICROWAVE PULSE AND SCRAMBLE THEIR ELECTRONIC DEFENSE SYSTEMS.


WHY DO YOU THINK THEY'RE NOT ANSWERING, SAM? THAT'S NOT LIKE DR. MACTAGGERT, IS IT?
HARNESS COULDA GOTTEN HERE FIRST, ANGEL, OR IT COULD BE DR. MACTAGGERT HERSELF...
...SHE'S BEEN ACTIN' KINDA FUNNY LATELY. LIKE SHE'S A TOTALLY...
...DIFFERENT PERSON.
WHAT DO WE DO, MOIRA? THEY'VE BEEN TRYING TO CONTACT US FOR HOURS --
--THEY'RE GOING TO FIND OUT WE'RE HERE.
I KNOW, JAMIE-- BUT I'M NOT INTERESTED IN HAVING PEOPLE I DON'T KNOW OR TRUST INVADIN' MY ISLAND...
MADROX, THE MULTIPLE MAN
DR. MOIRA MACTAGGERT
SIRYN
LEGION
POLARIS
ALL ARE UNWITTING PAWNS OF A SUPREME TELEPATH KNOWN AS THE SHADOW KING. FOR NOW THOUGH, HE LOOSENS HIS HOLD...*
WE CAN'T LET THEM KNOW WHAT'S GOING ON.
SO WE SLOW THEM DOWN-- SEE IF THEY'LL BACK OFF.
CLIK
* SEE RECENT ISSUES OF X-MEN FOR DETAILS. --CONFUSED AS YOU ARE BOB

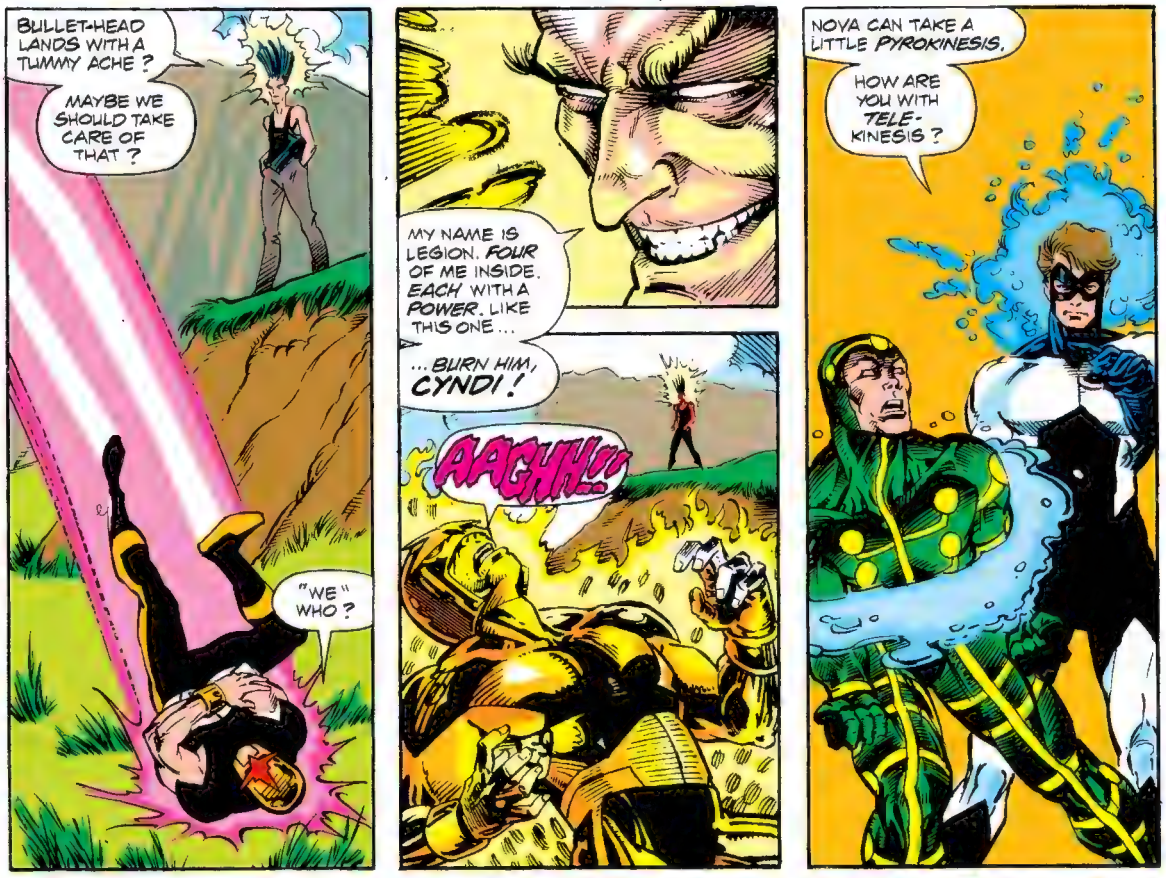

WHOAH--!
KKVVV
VVKK
DO YOU THINK THAT WAS PART OF AN AUTOMATED DEFENSE OR ARE THEY ACTUALLY DOWN THERE FIRING AT US?!
LET'S FIND OUT.
WE'RE GETTING FLAK! WE NEED MORE RECON HELP TO WORK AROUND IT.
WHAT A SURPRISE--HE NEEDS OUR HELP.
THIS ISN'T A HIGH SCHOOL RIVALRY, NOVA. WE HAVE TO WORK WITH THE X-FORCE CREW.
DON'T BOTHER, MARVEL BOY. OUR HUMAN ROCKET'S STUCK IN THE CAVEMAN PHASE OF EVOLUTION.
RIGHT, NITA. WANNA SEE MY CLUB?
ONLY TO HIT YOU OVER THE HEAD WITH...
Y'KNOW, MAH TEAM NEEDS MORE PEOPLE WHO CAN FLY.
SENSOR'S INDICATE A SCRAMBLER FIELD COVERING THE ENTIRE ISLAND--
--BUT IT'S COMING FROM FOUR STATIONARY POINTS.


SO LET'S GO TAKE 'EM OUT!
KEEP YOURSELF TELEKINETICALLY LIGHTER, VANCE--
MAKES FLYING EASIER, RIGHT?
THERE'S ONE OF THE TOWERS.
ANGEL, LET OUT A QUICK PULSE TO SCRAMBLE THE TOWER'S SIGNAL.
THAT SHOULD ALLOW ME TO COME DOWN AND--
FEEZAK
PHRUMPP
--LET LOOSE WITH A SIMPLE PSYCHOKINETIC BURST!
I HOPE THE OTHERS ARE HAVING AS EASY A TIME OF IT AS WE ARE.

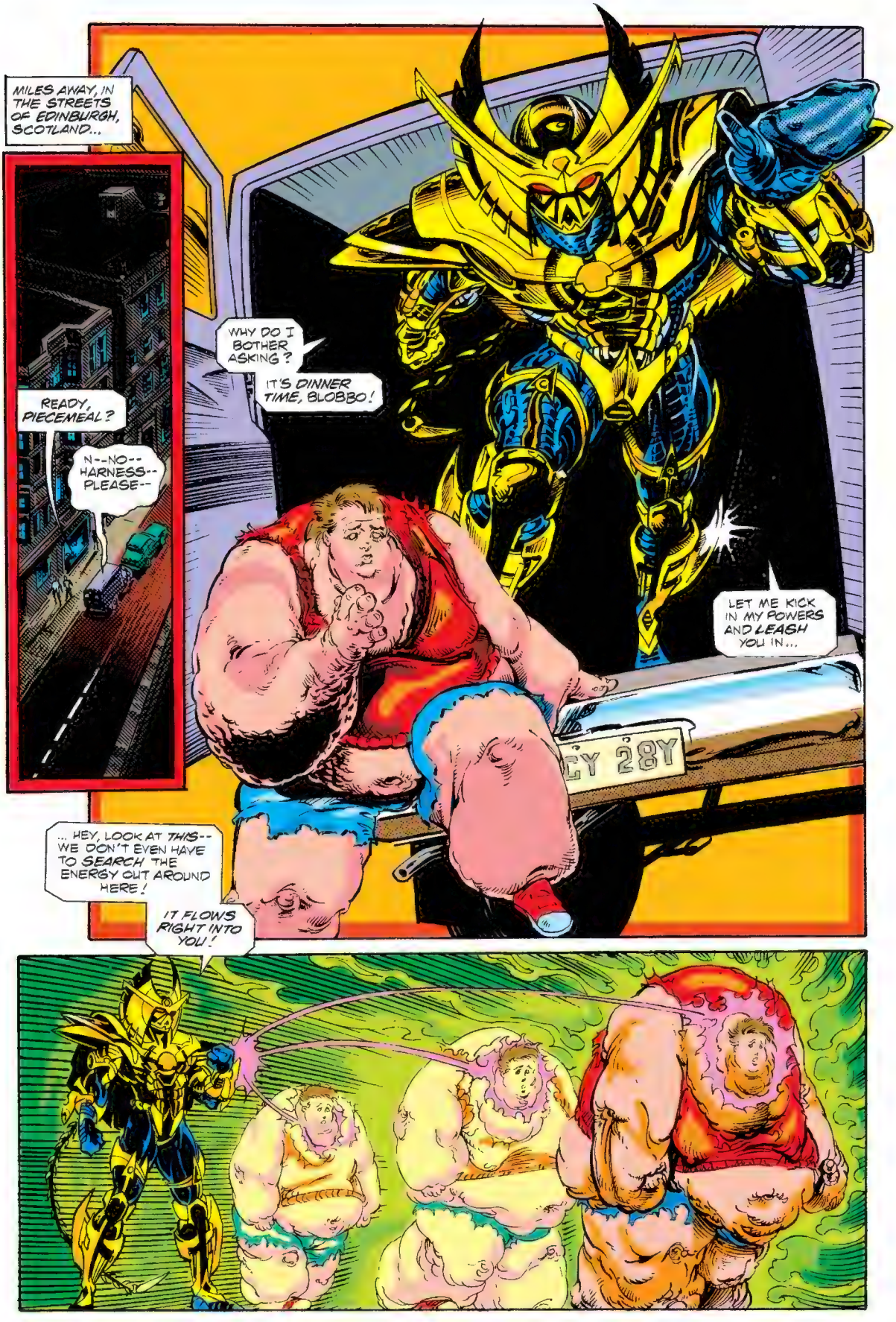

KRUMMP
THWOOM
KAKRUM
LANDING ZONE'S CLEARED OUT, CABLE--COME IN FAST!
DO YOU HAVE THE FEELING THAT THIS WAS ALMOST TOO EASY?
MAYBE WE'RE JUST TOUGHER THAN YOU THINK, RED!


OR MAYBE NOT.
THAT WAS A SONIC SCREAM!
*OBVIOUSLY THIS STORY TAKES PLACE DURING X-MEN #274 - 277. - BOB
BUT I THOUGHT YOU SAID THE X-MAN BANSHEE WAS OFF PLANET ?! *
HE IS.
WILL HIS DAUGHTER DO ?
WE'D HOPED T'AVOID THIS, CHILDREN...
ISLANDERS-- TAKE THEM DOWN!
WITH PLEASURE!
KRAKK

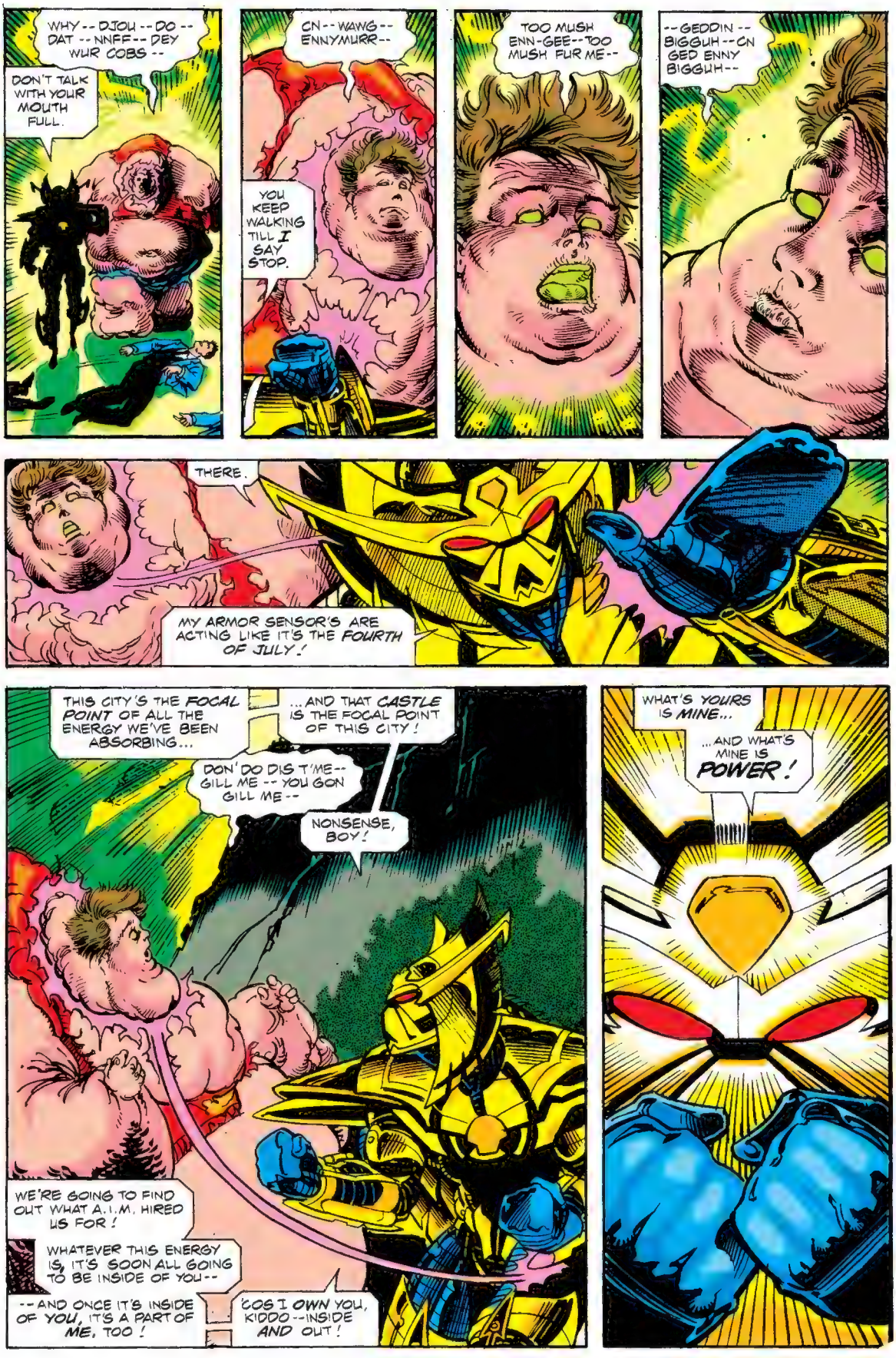

ISLANDERS? I'M A RANGERS FAN!! WHO ARE THESE PEOPLE?
THE WOMAN WITH THE GUN IS DR. MACTAGGERT.
I'M READING ONE OF HER TEXTBOOKS IN BIO CLASS. SHE'S NOT WHAT I'D EXPECTED.
SHE'S BEEN ACTIN' ODD FOR MONTHS NOW.
SORRY, SIRYN.
MAYBE WE SHOULD HIT FIRST AND ASK QUESTIONS LATER?
POOCHUM
GOOD-- NNFF-- IDEA.


BULLET-HEAD LANDS WITH A TUMMY ACHE?
MAYBE WE SHOULD TAKE CARE OF THAT?
"WE" WHO?
MY NAME IS LEGION. FOUR OF ME INSIDE. EACH WITH A POWER. LIKE THIS ONE...
...BURN HIM, CYNDI!
AAGHH!!
NOVA CAN TAKE A LITTLE PYROKINESIS.
HOW ARE YOU WITH TELE-KINESIS?


JUST
FINE
THANK
YOU.
NO ONE TOLD ME YOU WERE A XEROX MACHINE.
SHOOT, JUST WHEN IT WAS GETTING FUN!
I'D STOP WHERE YOU ARE IF I WERE YOU...
YOUR CHOICE, OF COURSE, MOIRA--
-- BUT A WOMAN OF SCIENCE SHOULD HAVE NO PROBLEM CALCULATING THESE ODDS.
FIGHT'S OVER.
WHY ARE YOU HERE, CABLE?

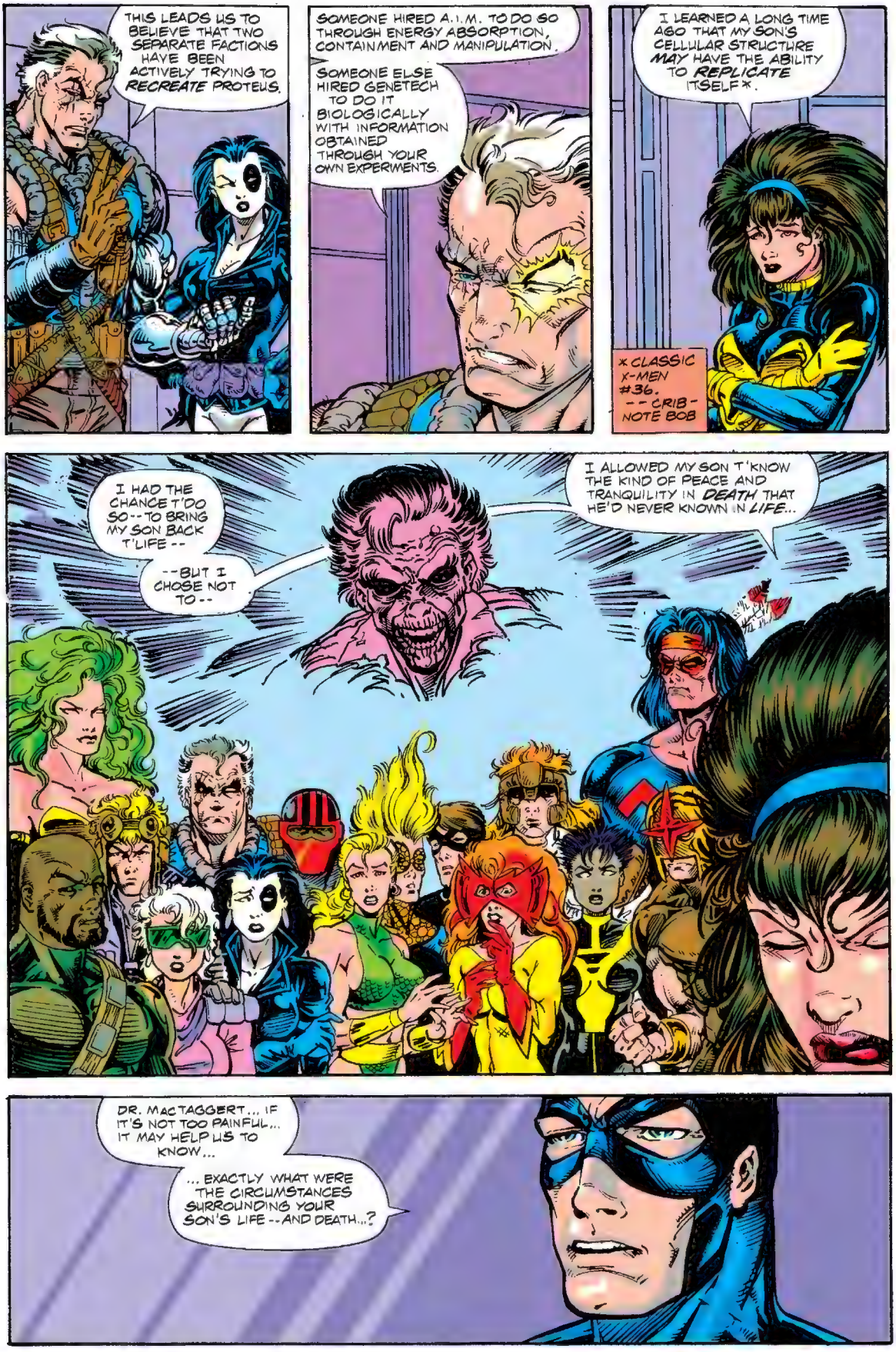

MILES AWAY, IN THE STREETS OF EDINBURGH, SCOTLAND...
READY, PIECEMEAL?
N--NO-- HARNESS-- PLEASE--
WHY DO I BOTHER ASKING?
IT'S DINNER TIME, BLOBBO!
LET ME KICK IN MY POWERS AND LEASH YOU IN...
CY 28Y
.. HEY, LOOK AT THIS-- WE DON'T EVEN HAVE TO SEARCH THE ENERGY OUT AROUND HERE!
IT FLOWS RIGHT INTO YOU!


WE HAVE A FULL-COURSE MEAL ALL AROUND US, DON'T WE ?
EAT IT UP, BOY-- EAT IT ALL UP !
HURTS-- MORE-- AND-- MORE--
--WHY-- WON'T -- YOU-- LET --ME-- STOP-- ?
--WHY-- DO YOU-- LIKE IT -- WHEN-- I -- HURT ?
GOOD QUESTION, SON.
DON'T MAKE A MOVE.
OKAY, COPPER-- YOU GOT ME FAIR AND SQUARE--
-- SEE --? I GIVE UP...
...NOT !!
SHIK
KILK
VRRR
SHREKK
ARRGH!


WHY -- DJOU -- DO -- DAT -- NNFF -- DEY WUR COBS --
DON'T TALK WITH YOUR MOUTH FULL.
CN -- WAWG -- ENNYMURR --
YOU KEEP WALKING TILL I SAY STOP.
TOO MUSH ENN-GEE -- TOO MUSH FUR ME --
-- GEDDIN -- BIGGUH -- CN GED ENNY BIGGUH --
THERE.
MY ARMOR SENSOR'S ARE ACTING LIKE IT'S THE FOURTH OF JULY!
THIS CITY'S THE FOCAL POINT OF ALL THE ENERGY WE'VE BEEN ABSORBING...
... AND THAT CASTLE IS THE FOCAL POINT OF THIS CITY!
DON' DO DIS T'ME -- GILL ME -- YOU GON GILL ME --
NONSENSE, BOY!
WE'RE GOING TO FIND OUT WHAT A.I.M. HIRED US FOR!
WHATEVER THIS ENERGY IS, IT'S SOON ALL GOING TO BE INSIDE OF YOU --
-- AND ONCE IT'S INSIDE OF YOU, IT'S A PART OF ME, TOO!
'COS I OWN YOU, KIDDO -- INSIDE AND OUT!
WHAT'S YOURS IS MINE...
... AND WHAT'S MINE IS POWER!


MUIR ISLAND...
IT'S A LONG STORY, MOIRA--BUT IT INVOLVES SEVERAL VERY DANGEROUS MUTANTS--AND IT INVOLVES YOU AND YOUR SON.
KEVIN!?...I'M LISTENING.
IT STARTED WITH X-FORCE TRACKING DOWN THE ALLIANCE OF EVIL.
THEY WERE RUNNING INTERFERENCE FOR TWO OTHER MUTANTS, AN ARMORED HULK CALLED HARNESS, AND A SMALL ENERGY-ABSORBING BOY NAMED PIECEMEAL.
SEEMS LIKE EVERYWHERE THEY WENT, PIECEMEAL WAS ABSORBIN' A SPECIFIC ENERGY WAVELENGTH.
THE ALLIANCE TOLD US THEY HAD BEEN HIRED BY A COMPANY CALLED GENETECH.


GENETECH HAD ASKED US FOR OUR HELP BECAUSE THEY WERE AFRAID THEY'D GOTTEN INVOLVED IN SOMETHING OVER THEIR HEADS.
THEY WERE RIGHT.
EVENTUALLY, WE FOUND OUT THREE THINGS--
#1) THE ALLIANCE HAD ACTUALLY BEEN HIRED BY THE INTERNATIONAL WEAPONS MAKERS KNOWN AS *ADVANCED IDEA MECHANICS*.
#2) AN A.I.M. FACILITY IN BROOKLYN WAS *MASS-PRODUCING* INJECTION-MOLDED BODY CASINGS FOR THE *CONTAINMENT* OF THE UNKNOWN ENERGY.
#3) BY USING THE *CEREBRO* MUTANT-DETECTING SYSTEM, WE PIN-POINTED THE ENERGY WAVELENGTH THAT A.I.M. WAS AFTER TO A NEXUS POINT IN EDINBURGH.


THIS LEADS US TO BELIEVE THAT TWO SEPARATE FACTIONS HAVE BEEN ACTIVELY TRYING TO RECREATE PROTEUS.
SOMEONE HIRED A.I.M. TO DO SO THROUGH ENERGY ABSORPTION, CONTAINMENT AND MANIPULATION.
SOMEONE ELSE HIRED GENETECH TO DO IT BIOLOGICALLY WITH INFORMATION OBTAINED THROUGH YOUR OWN EXPERIMENTS.
I LEARNED A LONG TIME AGO THAT MY SON'S CELLULAR STRUCTURE MAY HAVE THE ABILITY TO REPLICATE ITSELF*.
*CLASSIC X-MEN #36. --CRIB-NOTE BOB
I HAD THE CHANCE T'DO SO--TO BRING MY SON BACK T'LIFE--
--BUT I CHOSE NOT TO--
I ALLOWED MY SON T'KNOW THE KIND OF PEACE AND TRANQUILITY IN DEATH THAT HE'D NEVER KNOWN IN LIFE...
DR. MACTAGGERT... IF IT'S NOT TOO PAINFUL... IT MAY HELP US TO KNOW...
... EXACTLY WHAT WERE THE CIRCUMSTANCES SURROUNDING YOUR SON'S LIFE--AND DEATH...?

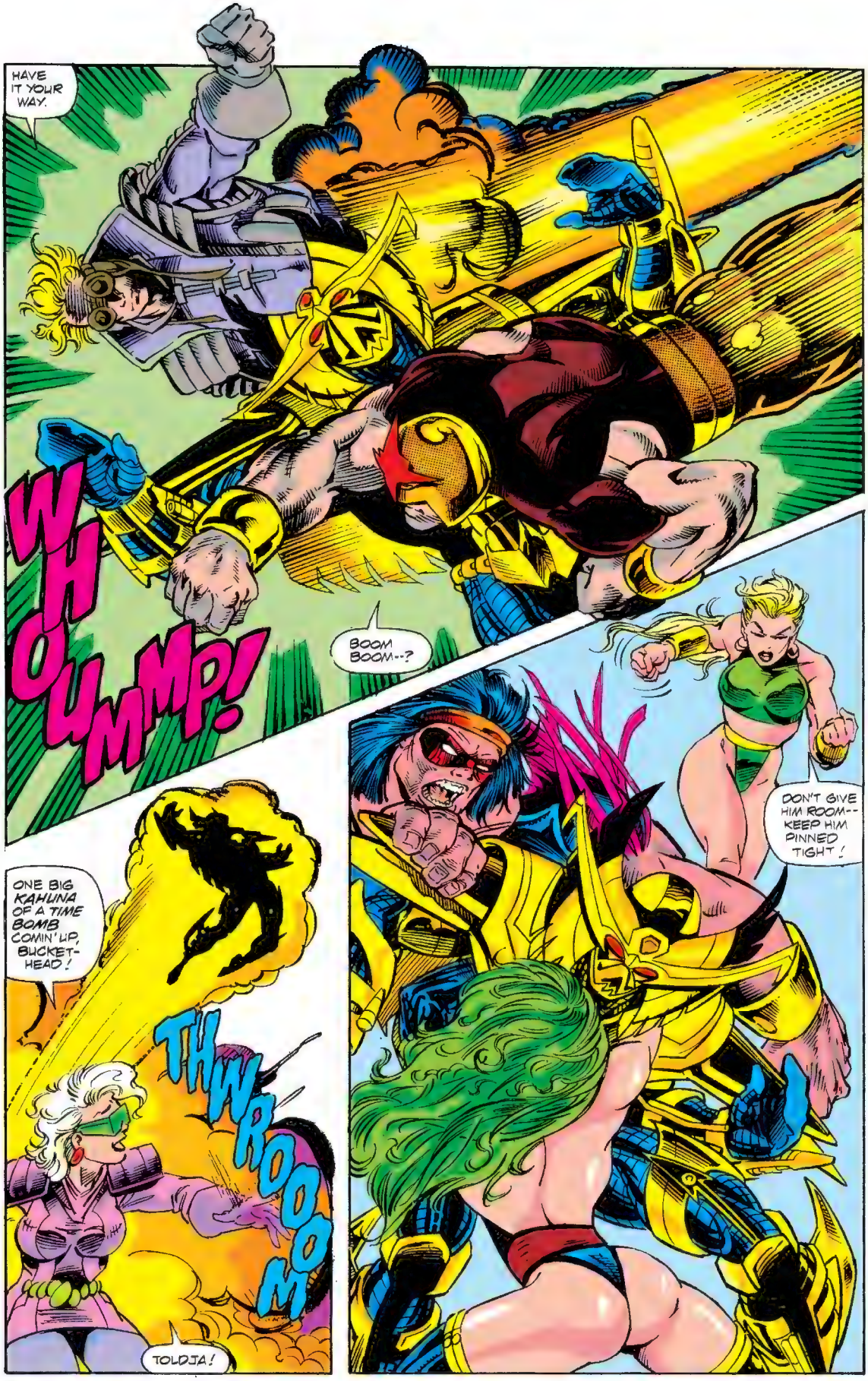

MY SON WAS BORN AN ENERGY VAMPIRE OF SORTS.
HE LIVED HIS CHILDHOOD IN ISOLATION--A HUMAN GUINEA PIG--AS I TRIED T'FIND A WAY T'CURE HIM...
"ANGRY AND BITTER, HE ESCAPED, POSSESSING ONE BODY AFTER ANOTHER-- HIS ENORMOUS ENERGIES BURNIN' THEM ALL OUT...
"... THE X-MEN BATTLED BACK--BUT WERE BARELY A MATCH FOR MY SON'S REALITY-ALTERING ABILITIES.
"FINALLY, HAVING BURNED OUT HIS FINAL HOST BODY-- THAT OF MY EX-HUSBAND, JOE -- PROTEUS WAS IN A VULNERABLE PURE ENERGY FORM --
"--HIS ANATHEMA T'METAL PROVED HIS UNDOING AS COLOSSUS DEFEATED HIM, DISPERSING HIS ENERGY FORM T'THE FOUR WINDS x."
MY SON'S LIFE AND DEATH ARE DEMONS I WAS DONE WITH YEARS AGO AN' WON'T BE WANTIN' T'HAUNT ME AGAIN!
IF RECREATIN' HIM IS WHAT A.I.M IS WANTIN' TO DO, THEN WE'LL HELP YOU STOP IT!
x FROM X-MEN #125-#128 OR CLASSIC X-MEN #31-34.--HELPFUL BOB

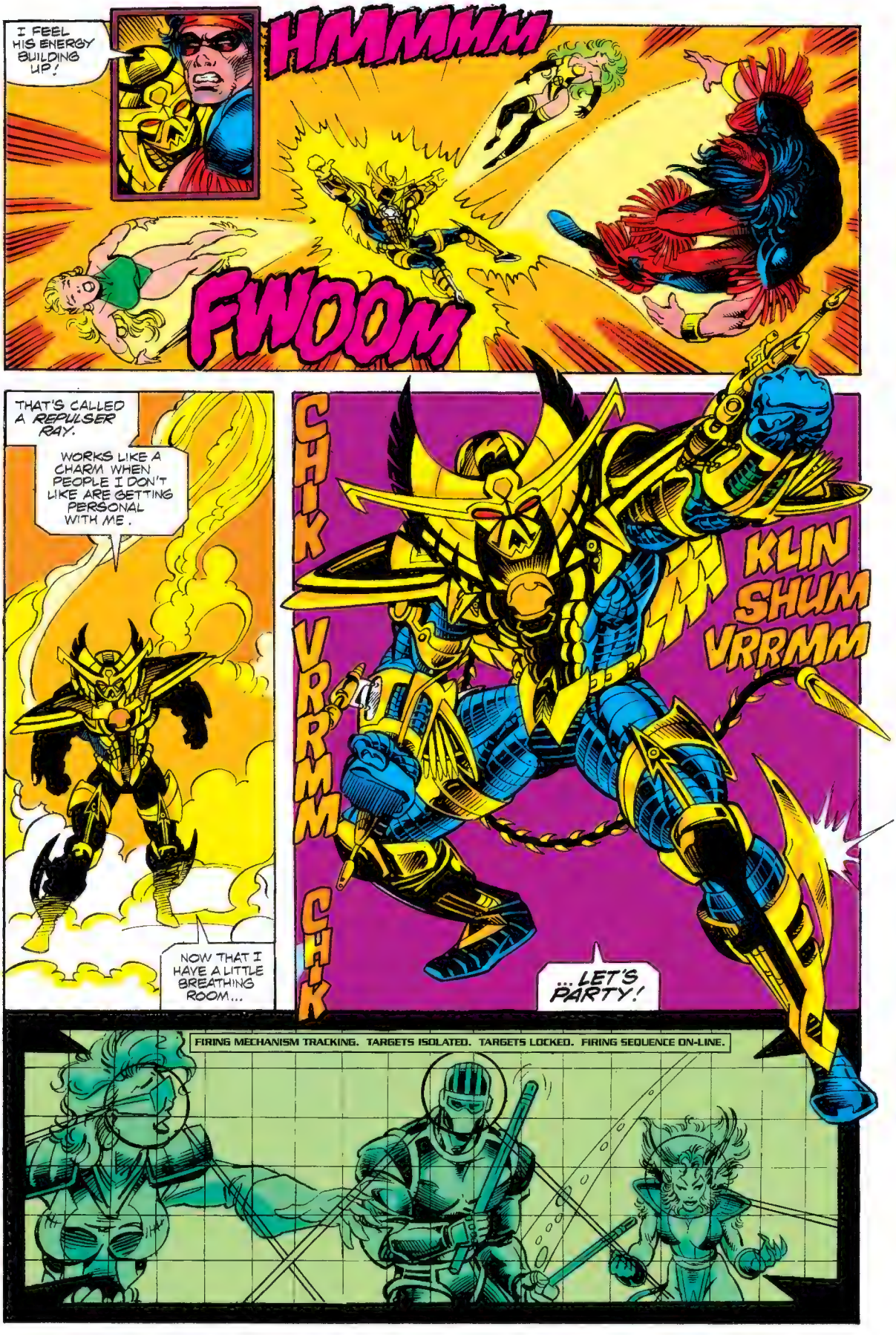

HARNESS HAS BEEN USING AN ABUSED CHILD FOR THE PROTEUS ENERGY ABSORPTION -- THAT COULD BE A PROBLEM.
HOW SO ?
FROM WHAT DR. MACTAGGERT SAYS, PROTEUS LED A PRETTY MISERABLE LIFE --
--AND SO HAS PIECEMEAL, FROM WHAT WE'VE SEEN.
I MEAN, HE SEEMED T'BE SCARED AWFUL BAD THE COUPLE'A TIMES WE RAN INTO 'IM.
SEEMS TO BE PRETTY MUCH PAR FOR THE COURSE AS FAR AS MUTANTS ARE CONCERNED.
GRANTED, BUT I SEE WHERE WE'RE HEADED HERE -- A COMBINATION OF PIECEMEAL AND PROTEUS COULD--
BEEP BEEP
INCOMING MESSAGE FROM BRITAIN'S WEIRD HAPPENINGS ORGANIZATION...
MUIR ISLAND-- THIS IS BRIGADIER ALYSANDE STUART.
WE HAVE SUPERHUMAN ACTIVITY IN EDINBURGH.
AN UNIDENTIFIED ARMORED CHARACTER AND A VERY LARGE GLOWING MASS OF FLESH-- IF YOU CAN BELIEVE THAT!
THIS IS THE FINAL MOVE!
IF WE'RE RIGHT ABOUT PIECE-MEAL'S PSYCH PROFILE MEETING THE PROTEUS ENERGY --
--WE'D BETTER GET TO EDINBURGH FAST!

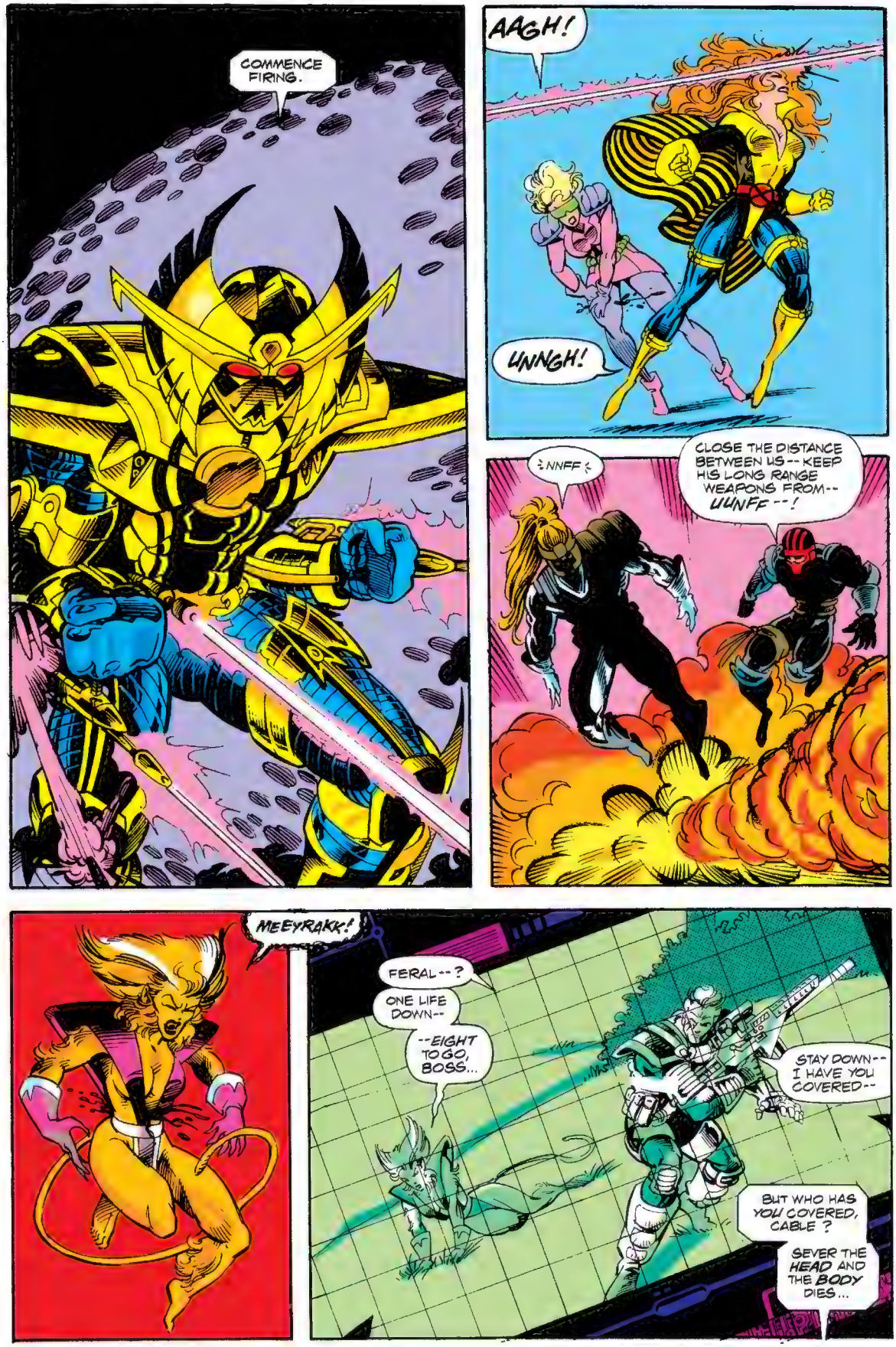

A MOUNTAIN CHALET IN VAIL, COLORADO...
YOUR MOVE.
MY OPTIONS ARE BECOMING LIMITED, MY FRIEND..
INDEED.
I ADOPTED AN OFFENSIVE TACTIC WHICH ENHANCED MY POTENTIAL FOR SUCCESS.
THE MECHANICAL METHOD IS THE WAY TO GO, YOU SAY?
NO THANK YOU--IN ALL HONESTY, I'D PREFER TO LOSE THROUGH THE MANIPULATION OF FLESH AND MIND.
AND SO YOU SHALL.
MY AGENTS ARE NEARLY COMPLETED WITH THEIR QUEST AND PROTEUS WILL BE MINE.
AH, INTERESTING MOVE... ARE YOU WILLING TO SACRIFICE YOUR QUEEN FOR MINE?
LET'S PLAY THIS GAME WITH THE WOMEN OUT OF THE WAY.
IT SHALL MAKE FOR A MUCH MORE INTERESTING SCENARIO, DON'T YOU THINK?
CHINK


EDINBURGH...
ENERGY PATTERNS ARE REGISTERING OFF-SCALE!
I'M WORRIED ABOUT FLYING THE CHOPPER ANY CLOSER, DOMINO!
HANG BACK THEN, CHORD, WE CAN EVAC FROM A STRATEGIC FLANKING ROUTE.
WE HAVE TO SEPARATE THEM -- GET HARNESS OUT OF THE WAY SO WE CAN DEAL WITH THE CHILD.
FINE. MADROX, SPEEDBALL, MARVEL BOY, LEGION, AND FIRESTAR, JOIN THE DOCTOR IN DEALING WITH PIECEMEAL.
DOMINO -- YOU AND CHORD --
--STAY AIRBORNE -- COVER US WITH FIREPOWER AND STAY READY FOR A QUICK DUST-OFF.
THE REST OF US WILL TAKE THAT ARMORED SCUM OUT!

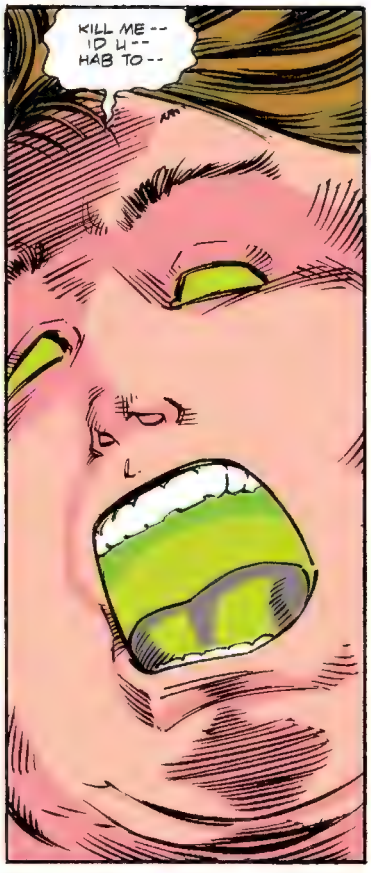

THWOOM
FWOOMPUMM!
THAT WAS A TASTE OF MY CONCUSSIVE FORCE BLAST.
EACH OF US ARE CAPABLE OF HITTING YOU WITH ASSAULTS OF EQUAL FEROCITY.
NOW WILL YOU MAKE THIS EASY OR HARD?
HARD, OF COURSE.

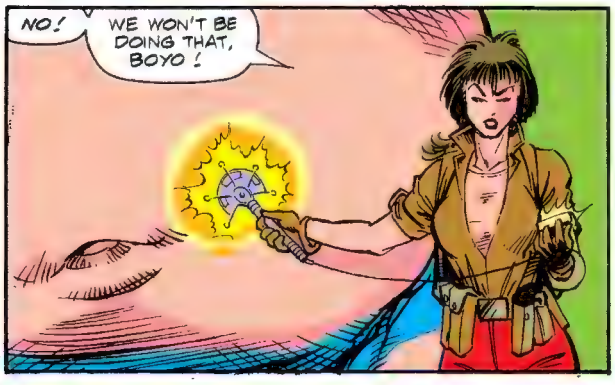

HAVE IT YOUR WAY.
WHOUMMP!
BOOM BOOM--?
DON'T GIVE HIM ROOM--KEEP HIM PINNED TIGHT!
ONE BIG KAHUNA OF A TIME BOMB COMIN' UP, BUCKET-HEAD!
THWROOOM
TOLDJA!

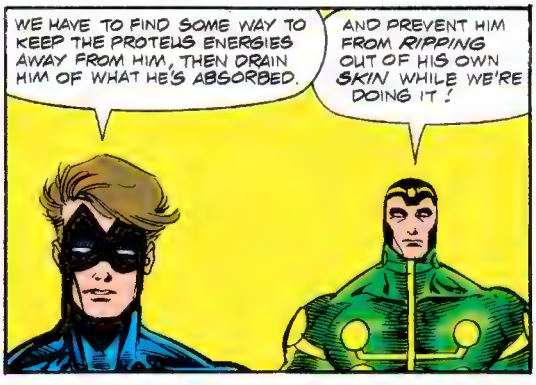

I FEEL HIS ENERGY BUILDING UP!
HMMMM
FWOOM
THAT'S CALLED A REPULSER RAY.
WORKS LIKE A CHARM WHEN PEOPLE I DON'T LIKE ARE GETTING PERSONAL WITH ME.
NOW THAT I HAVE A LITTLE BREATHING ROOM...
CHIK VRRMM CHIK
KLIN SHUM VRRMM
...LET'S PARTY!
FIRING MECHANISM TRACKING. TARGETS ISOLATED. TARGETS LOCKED. FIRING SEQUENCE ON-LINE.


COMMENCE FIRING.
AAGH!
UNNGH!
:NNFF:
CLOSE THE DISTANCE BETWEEN US--KEEP HIS LONG RANGE WEAPONS FROM--
UUNFF--!
MEEYRAKK!
FERAL--?
ONE LIFE DOWN--
--EIGHT TO GO, BOSS...
STAY DOWN--I HAVE YOU COVERED--
BUT WHO HAS YOU COVERED, CABLE?
SEVER THE HEAD AND THE BODY DIES...


MEANWHILE, ON THE CASTLE ESCARPMENT...
HELP--ME--
WE'RE GOING TO TRY.


KILL ME-- ID U-- HAB TO--


NO!
WE WON'T BE DOING THAT, BOYO!

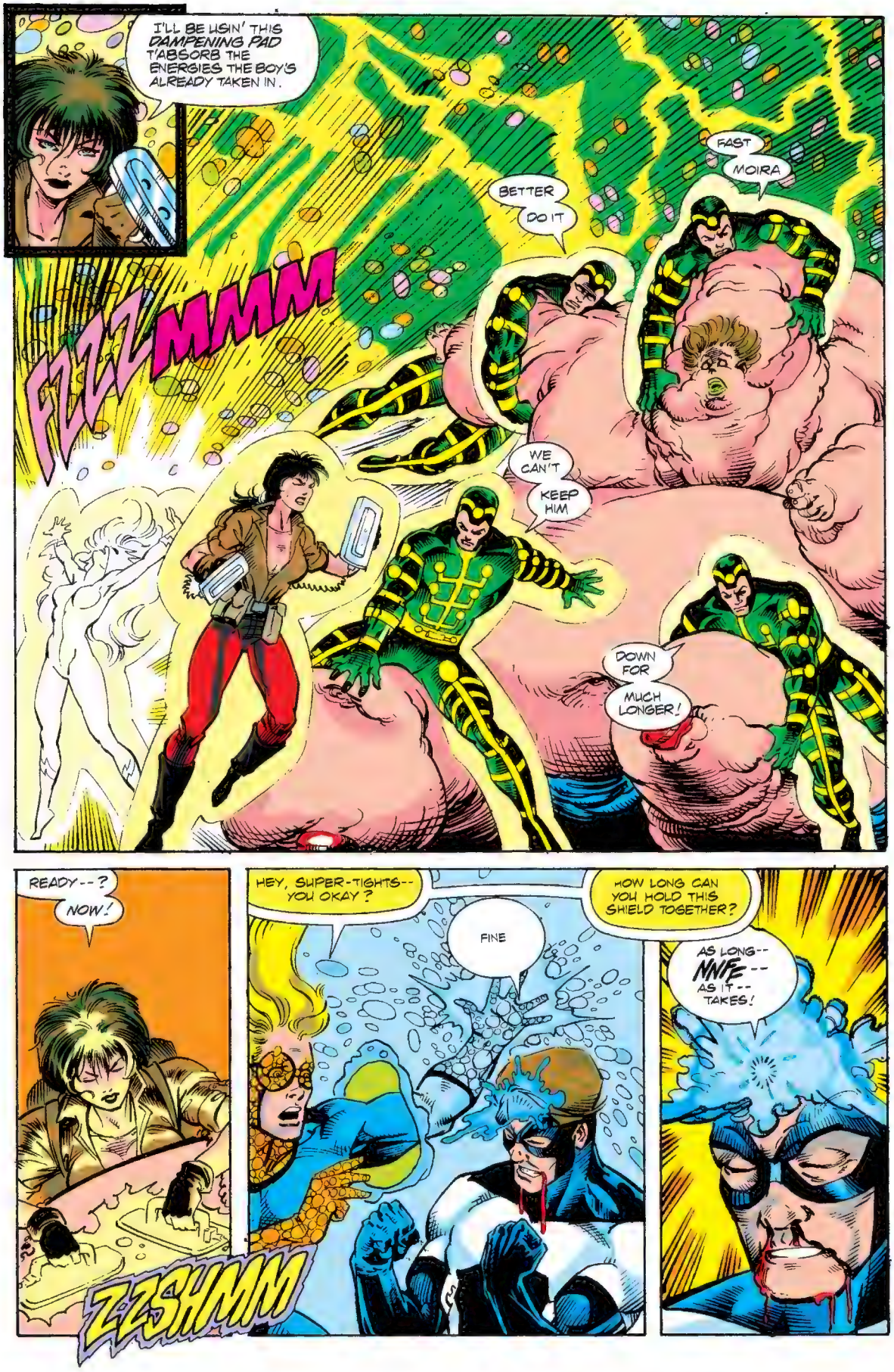

WE HAVE TO FIND SOME WAY TO KEEP THE PROTEUS ENERGIES AWAY FROM HIM, THEN DRAIN HIM OF WHAT HE'S ABSORBED.
AND PREVENT HIM FROM RIPPING OUT OF HIS OWN SKIN WHILE WE'RE DOING IT!


MARVEL BOY-- ERECT A TEKE SHIELD AROUND EVERYONE BUT SPEED-BALL AND YOURSELF.


WHAT?! DOES OUR BREATH SMELL OR SOMETHING?
I GET IT-- CREATE A COUNTER-FORCE TO PIECEMEAL'S EXPANSION!


SORT OF WHAT WE DID WHEN WE FIRST MET, BUT IN REVERSE *.
TRIGGER YOUR KINETIC FIELD INSIDE AN ENCLOSED AREA AND ALLOW THE PRESSURE TO BUILD UP.
* NEW WARRIORS #1. --SECOND PRINTING BOB
WON'T WE SMOTHER EVERYONE INSIDE OF THE FIELD ?
NOT WITH LEGION PROVIDING A TEKE SHIELD AROUND EACH OF US.
JAMIE, CREATE MULTIPLES TO KEEP PIECEMEAL PINNED DOWN WHILE WE DO THIS.
I LOVE THIS KIND OF CRAZY, HALF-BAKED PSEUDOSCIENTIFIC HERO-PLAN THING!
LEGION--TEKE COVER US ALL--EVEN JAMIE'S DUPLICATES.
NO. DON'T WANT TO LET JACK OUT.
YOU DO WHAT I SAY, LAD, OR I MAKE SURE EACH AND EVERY ONE OF THOSE PERSONALITIES INSIDE YOUR HEAD DIES-- BY KILLIN' YOU!
UNDERSTOOD?
YUP.

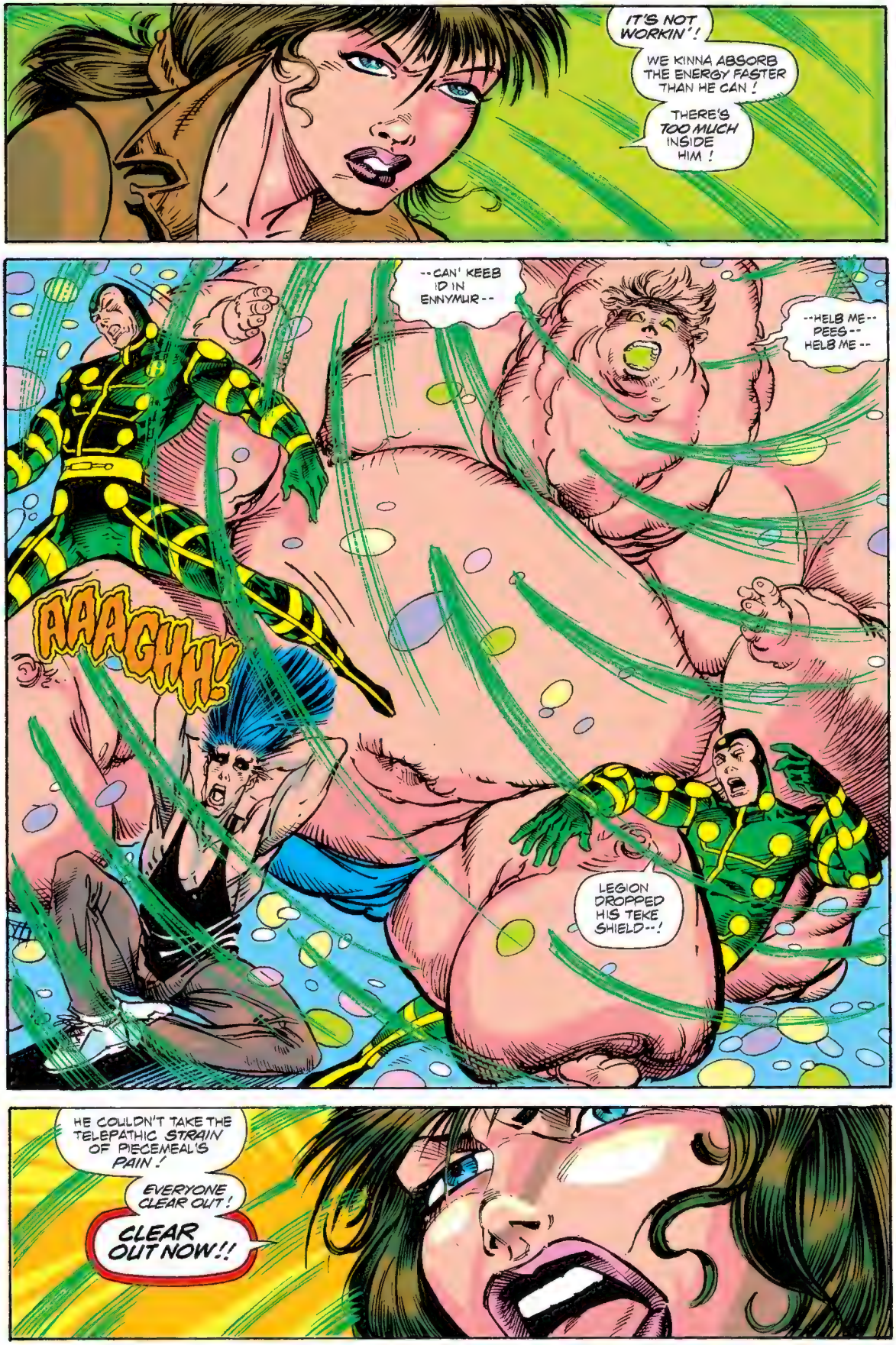

SECONDS LATER, LEGION HAS HAS TAPPED JACK WAYNE, THE TELEKINETIC PERSONALITY INSIDE HIS SCHIZOID MIND...
CAN' KEEB -- ID DOWN -- HELB ME -- FASS --
DOCTOR, HURRY -- HE'S IN AGONY!
I KNOW, LASS -- GIVE ME A SECOND, WILL YE!
WE HAVE T'EMINATE A HIGH-FREQUENCY MICROWAVE EMISSION THROUGHOUT THE DOME --
I -- I DON'T KNOW IF I CAN BE THAT SPECIFIC WITH MY POWER RELEASES.
WELL, YE'LL HAVE T'BE OR THE BOYO DIES!
KEEP THE FIELD SATURATED -- IT'LL HELP DISRUPT THE PROTEUS ENERGY WAVE-LENGTH!


I'LL BE USIN' THIS DAMPENING PAD T'ABSORB THE ENERGIES THE BOY'S ALREADY TAKEN IN.
FAST MOIRA
BETTER DO IT
FZZZMMM
WE CAN'T KEEP HIM
DOWN FOR MUCH LONGER!
READY--? NOW!
HEY, SUPER-TIGHTS-- YOU OKAY?
FINE
HOW LONG CAN YOU HOLD THIS SHIELD TOGETHER?
AS LONG-- NNFE -- AS IT-- TAKES!
ZZSHMM

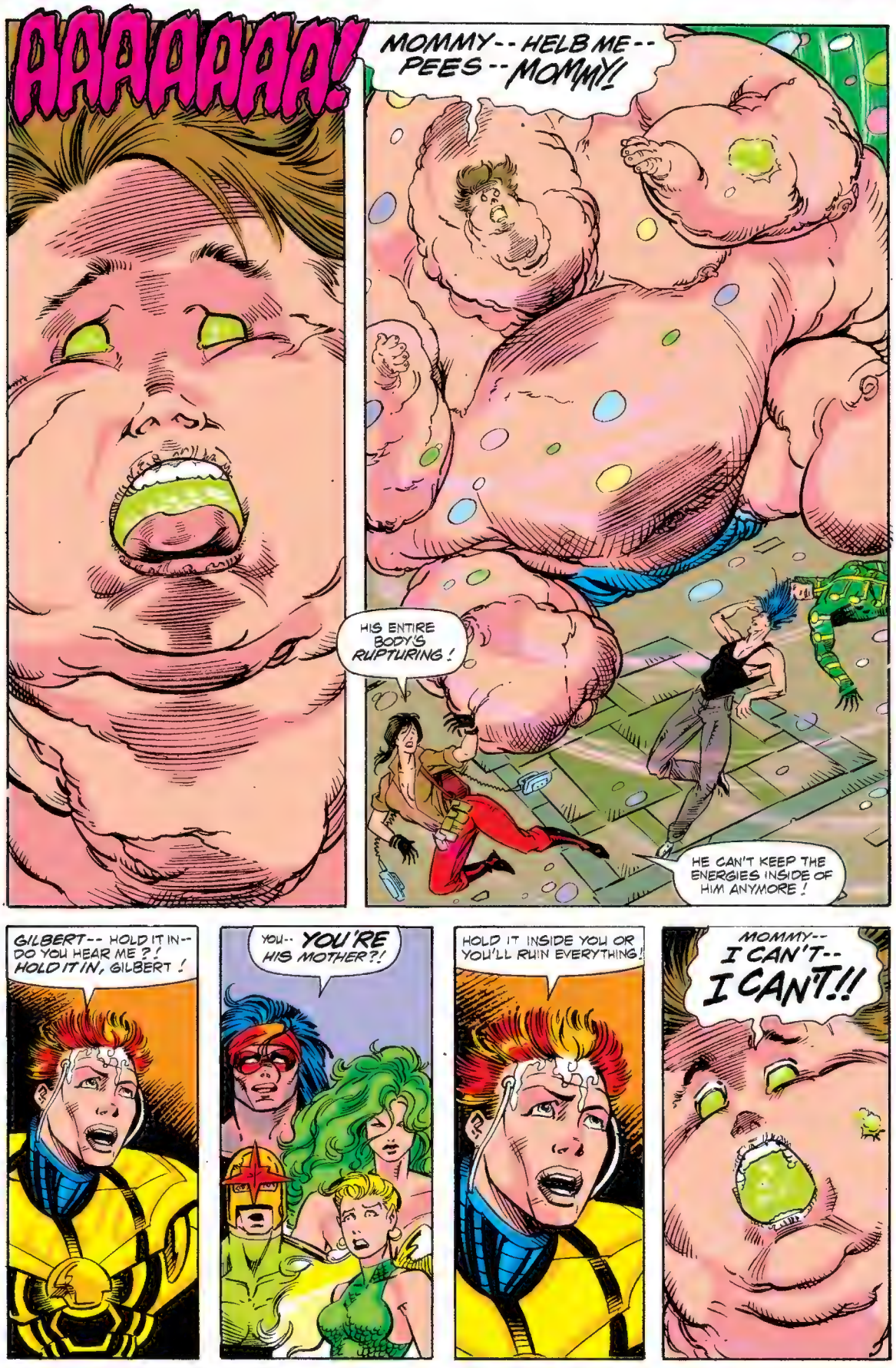

ON THE GROUND BELOW...
PRRT
PRRT
PRRT
PRRT
SILHOUETTE-- GET HARNESS NOW!
FSHSHSH
YOU'RE TALKING TO GHOSTS, CABLE!
NOT QUITE, JUST SOMEONE WHO CAN MELT INTO THE SHADOWS.
GOOD JOB, SIL--NOW CLEAR OUT!
YOU CAME OUT OF NOWHERE.
FSHSH
NOW THAT I'VE KNOCKED HIS ARM OUT OF THE WAY, HE'S ALL YOURS!
WHERE TO, HONEY?
HOW ABOUT IN FRONT OF THE PEC TWINS?


YOU GOT IT.
AND IF YOU CALL ME "HONEY" AGAIN, I'LL JAM THAT BUCKET DOWN SO HARD ON YOUR HEAD YOU'LL HAVE TO OPEN YOUR ZIPPER TO BLOW YOUR NOSE!
SHRUNK
KU M M
SCRICH
KAPOW!!
GOOD BOUNCE.
KRAKATHUM
PRUMM!


HUFF
NNFF
--CAN'T TAKE MUCH MORE--
KPOOM!
EVERYONE WHO'S STILL UP AND ABOUT-- ATTACK IN UNISON!
FINISH HIM OFF!
AH'M ON HIM!
LET'S GET SOME FOLLOW THROUGH!
TWOUMPP!
ABOVE THE BATTLE SCENE...
--TOO MUCH PRESSURE--
--CAN'T KEEP-- SHIELD UP--
--HEAD'S SPLITTING--
JUST A FEW MORE MINUTES, VANCE! HOLD ON!


IT'S NOT WORKIN'!
WE KINNA ABSORB THE ENERGY FASTER THAN HE CAN!
THERE'S TOO MUCH INSIDE HIM!
--CAN' KEEB ID IN ENNYMUR--
--HELB ME-- PEES-- HELB ME--
AAAGHH!
LEGION DROPPED HIS TEKE SHIELD--!
HE COULDN'T TAKE THE TELEPATHIC STRAIN OF PIECEMEAL'S PAIN!
EVERYONE CLEAR OUT!
CLEAR OUT NOW!!


BELOW...
THIS SHOULD TAKE CARE OF HARNESS.
KAKRAKKA!
HUH--?
IT WAS A WOMAN INSIDE THE ARMOR!
WHOOOUUMMPH!!
WHAT'S GOIN' ON UP THERE?


AAAAAAA!
MOMMY-- HELB ME-- PEES-- MOMMY!
HIS ENTIRE BODY'S RUPTURING!
HE CAN'T KEEP THE ENERGIES INSIDE OF HIM ANYMORE!
GILBERT-- HOLD IT IN-- DO YOU HEAR ME?! HOLD IT IN, GILBERT!
YOU-- YOU'RE HIS MOTHER?!
HOLD IT INSIDE YOU OR YOU'LL RUIN EVERYTHING!
MOMMY-- I CAN'T-- I CAN'T!!


FZEECHAK
SHREEKK
SHREKK
FWOOOOO
THRUMM!!
WE ARE ONE.
WE ARE GILBERT BENSON AND KEVIN MacTAGGERT.
WE ARE PIECEMEAL AND PROTEUS.
WE ARS IN BIG TROUBLE.


HELLO, MOTHERS.
AND GOOD-BYE.
To Be Concluded in
X-FACTOR ANNUAL #6


Stan Lee PRESENTS:
FREEDOM FORCE
THE KILLING STROKE
KUWAIT CITY. JANUARY 14. 12:21 A.M.
MISSION DIRECTIVE: LIBERATE GERMAN PHYSICIST REINHOLD KURTZMANN FROM OCCUPIED KUWAIT.
OPTION TWO: DO NOT ALLOW IRAQI ARMY TO ACQUIRE REINHOLD. LIBERATE OR TERMINATE.
MISSION OPERATIVES: CRIMSON COMMANDO, BLOB, PYRO, AVALANCHE, SUPER SABRE.
MISSION STATUS: TERMINAL!
WHO IN THE $%#@ ARE YOUSE JERKS?
WE ARE NAMED DESERT SWORD, AMERICAN.
AND WE HAVE THE PHYSICIST IN OUR HANDS. DECIDE NOW-- IS HE WORTH DYING OVER?
PART TWO:
THE RAZOR'S EDGE
FABIAN NICIEZA WRITER
JERRY DeCAIRE PENCILER
JOE RUBINSTEIN INKER
JOE ROSEN LETTERER
MIKE THOMAS COLORIST
BOB HARRAS ALWAYS A CLOSE SHAVE

NAAAH!!

BUT HE'S WORTH KILLIN' OVER!!

THE MERCENARIES ARE UNPREPARED FOR THE BLOB'S ASSAULT, BUT REACT WITH SPEED--

AMINEDI, THE INVISIBLE ONE

ARABIAN KNIGHT

SIROCCO

THE VEIL

BLACK RAAZER

I DO NOT WISH TO HARM YOU, AMERICAN -- STOP THIS NOW!

DO NOT SHOW YOUR *SAUDI* WEAKNESS, ARABIAN-KNIGHT!

FWOOSH

USE YOUR *MYSTIC* ABILITIES AS I USE MY OWN *MUTANT* WIND-GENERATING POWERS -- TO *FIGHT!!*

I HAVE CREATED A *MASKING FOG*, AMINEDI -- STRIKE QUICKLY!

TWO THINGS, VEIL -- I DO NOT NEED A *WOMAN* ORDERING ME ABOUT--

--AND *QUICKLY* IS THE *ONLY WAY* I KNOW TO STRIKE!

HUH--?

SLIKT

AAAGH!!

IF YOU FEEL PAIN FROM AMINEDI'S *CUTTING WIND*, FAT ONE --


--THEN WEEP IN FEAR OF BLACK RAAZER'S BLADE!
EH--?
FWRRSHH
THE FIRE'S LIGHT ASSAULTS THE DEMON WHICH POSSESSES ME BODY AND SOUL!
HE'S OFF-BALANCE, PYRO--POUR IT ON!
I'M ON IT, AVALANCHE--GET 'EM QUAKIN' IN THEIR BOOTS WHILE YER AT IT, EH?
C'MON, BLOBBIE--UP AN' AT 'EM!
AAAH!
KURTZMANN!
FELL RIGHT INTA OUR LAPS, DON'T WORRY NONE!
AVALANCHE'S FISSURE HAS SEPARATED US!
YOU'RE ON YOUR OWN! HEAD TOWARDS THE DUST-OFF ZONE--QUICKLY!


YA HEARD THE MAN!
HARD T'BELIEVE, HIS BEST FRIEND SABRE IS DEAD AN' HE'S LOST HALF A BLOODY ARM AN' HE'S STILL KICKIN'!
COME ON THEN, KURTZMANN!
I'M LOSING A LOT OF BLOOD, AVALANCHE!
WE HAVE TO REACH THE DUST-OFF POINT SOON!
THEY ARE GONE!
THE ONE WHO CREATES EARTH TREMORS DID THIS!
RAAZER--YOU CUT HIM IN BATTLE--WHY ISN'T HE DEAD?!
EITHER HIS ARMOR DEFLECTED THE MYSTICAL PROPERTIES OF MY BLADE, SIROCCO--
--OR THE MAN BELIEVES HIS SOUL IS ALREADY CONSIGNED TO HELL!
WE NEED THE GERMAN BACK--BUT THIS FREEDOM FORCE MUST BE STOPPED!
ARABIAN KNIGHT--TAKE VEIL AND RAAZER--PURSUE KURTZMANN!
AMINEDI, WITH ME--WE DESTROY THE OTHERS!
DO NOT FAIL, DESERT SWORD!

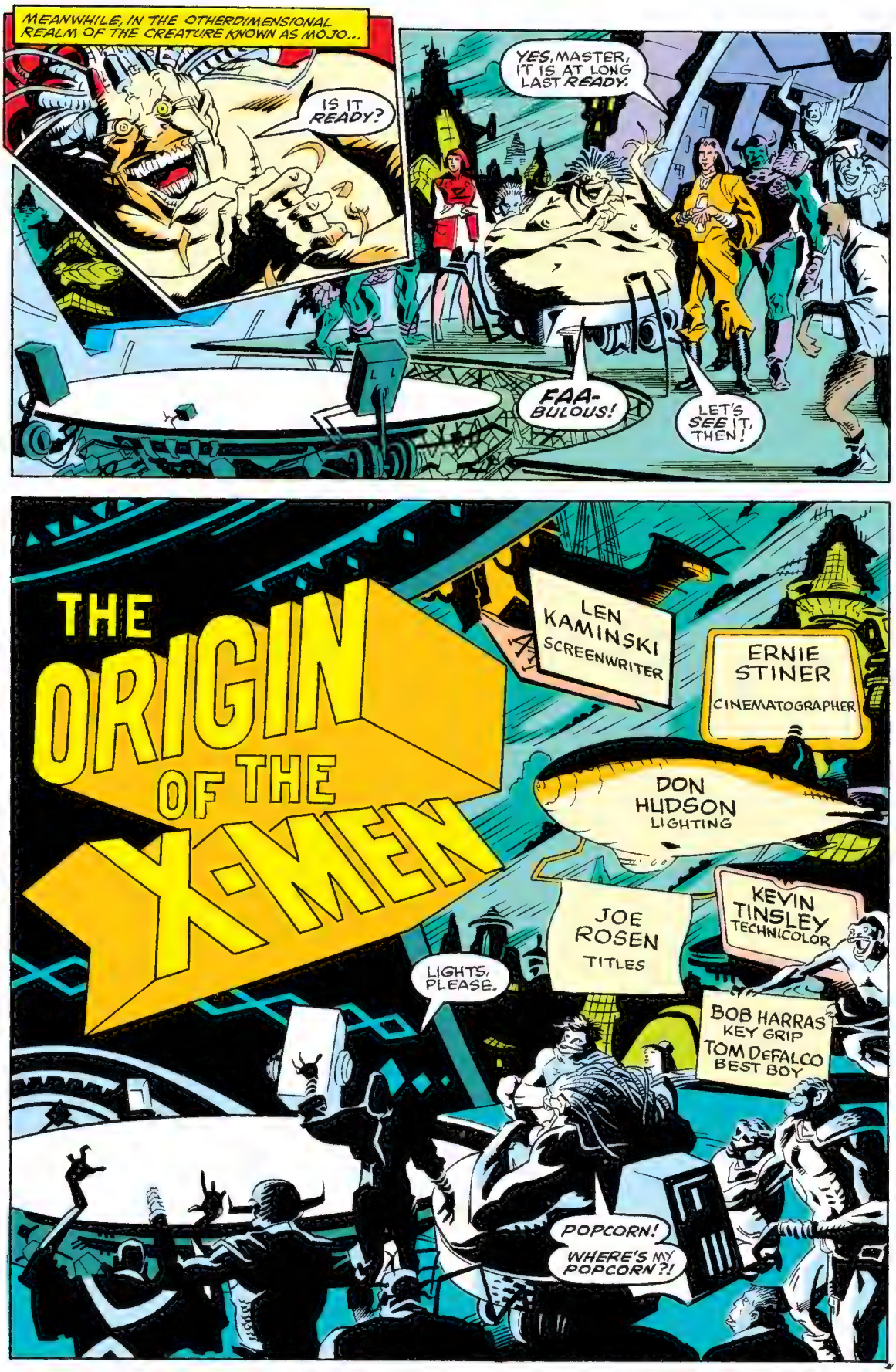

WHERE IN THE NAME O' LEWIS AN' CLARK ARE WE?
DAFT IF I KNOW!
COMMANDO'S THE ONE WITH THE MAPS! HOW ARE WE GONNA FIND THE CHOPPER SITE?
LET'S WORRY ABOUT STAYIN' ALIVE FIRST, BLOBBO!
HIDE IN THIS RESTAURANT FER A MINNIT!
KNIGHT--DO YOU SEE THEM FROM YOUR HIGHER VANTAGE POINT?
N-NO.
DO NOT PLAY GAMES WITH US, SAUDI!
YOU WILL DO AS WE BID AS LONG AS OUR REGIME HOLDS YOUR WIVES AND CHILDREN HOSTAGE!
YOU THINK I DO NOT KNOW THAT?
THERE--
--THEY WENT INTO THE BAL-HAJIB CAFE...

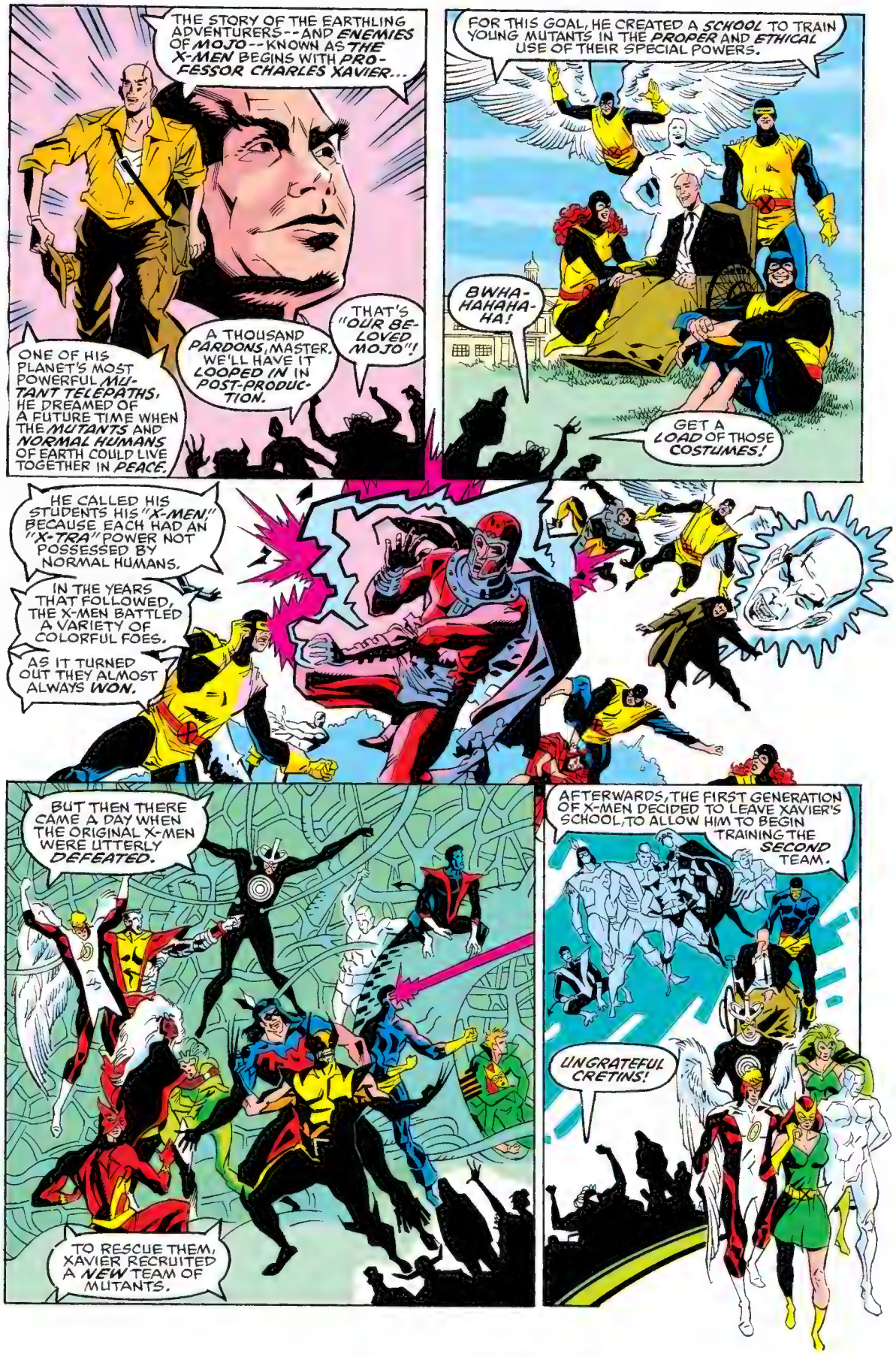

VEIL-- ONCE INSIDE-- CREATE A MASKING FOG INSIDE THE CAFE--
HOW WILL WE GAIN ENTRANCE?
DISCREETLY.
CHKASH!
NOW!
SHSHS
DON'T SAY A WORD...
WAIT-- WAIT--
HAYAA!!
FWOOOOSH!!


BOOK IT, AUSSIE!
OUT THE BACK!
COAST?
CLEAR!
C'MON!
YAAH!
HUH?
AH JEEZ...
THE PHYSICIST IS OURS AGAIN.
FOR YOUR OWN WELFARE, I WOULD SUGGEST YOU SURRENDER.
SURROUNDED, BLOBBO.
WHAT WERE OUR ORDERS AGAIN?
WHAT ARE YOU, CRAZY?
FWRRSHOOM
AYEEARGH!
THEY KILLED KURTZMANN!
IF WE CAN'T HAVE THE BLOKE, THEN NEITHER CAN YOU!
THAT WILL BE THE LAST MISTAKE YOU MAKE IN YOUR MISBE-GOTTEN LIVES!

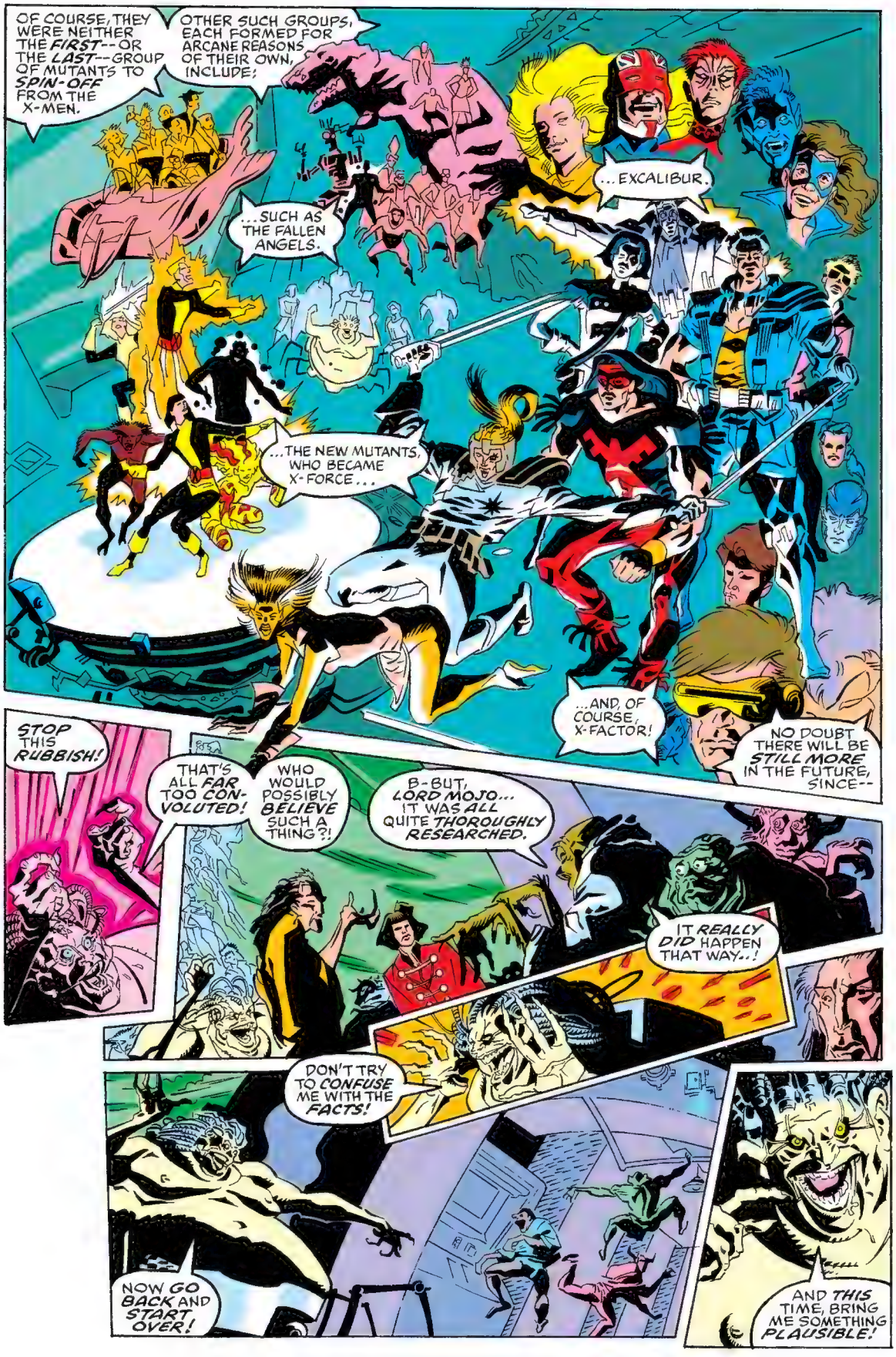

NEAR THE KUWAIT INTERNATIONAL AIRPORT...
WE ARE ALMOST THERE, COMMANDO!
THEY'RE ON US!
I'VE SIGNALED THE CHOPPER-- THEY'RE ON THE WAY!
PRAP PRAP
KRUMMPRUMMM
AMINED!-- WAIT-- GO NO FURTHER!
WHY?
OUR SOLDIERS IN ANNEXED KUWAIT HAVE MADE PREPARATIONS--
--TO PREVENT THE UNLAWFUL USE OF THE AIRPORT FACILITIES.


KTHOOM
BRUMM
KRUM
PMM
SEE?
CONCEALED LAND MINES. EVERYWHERE.
LET'S PICK UP THE PIECES.
PIECES IS THE OPERATIVE PHRASE, MY FRIEND.
STILL THEY BOTH BREATHE!
AMAZING!
LISTEN TO THEM GASP FOR AIR, INVISIBLE ONE!
LET US WATCH AS THEY DRAW THEIR FINAL BREATHS!
TO BE CONTINUED IN X-FACTOR ANNUAL #6


MEANWHILE, IN THE OTHERDIMENSIONAL REALM OF THE CREATURE KNOWN AS MOJO...
IS IT READY?
YES, MASTER, IT IS AT LONG LAST READY.
FAA-BULOUS!
LET'S SEE IT, THEN!
THE ORIGIN OF THE X-MEN
LEN KAMINSKI SCREENWRITER
ERNIE STINER CINEMATOGRAPHER
DON HUDSON LIGHTING
JOE ROSEN TITLES
KEVIN TINSLEY TECHNICOLOR
BOB HARRAS KEY GRIP
TOM DEFALCO BEST BOY
LIGHTS, PLEASE.
POPCORN! WHERE'S MY POPCORN?!


THE STORY OF THE EARTHLING ADVENTURERS--AND ENEMIES OF MOJO--KNOWN AS THE X-MEN BEGINS WITH PROFESSOR CHARLES XAVIER...
ONE OF HIS PLANET'S MOST POWERFUL MUTANT TELEPATHS, HE DREAMED OF A FUTURE TIME WHEN THE MUTANTS AND NORMAL HUMANS OF EARTH COULD LIVE TOGETHER IN PEACE.
A THOUSAND PARDONS, MASTER. WE'LL HAVE IT LOOPED IN IN POST-PRODUCTION.
THAT'S "OUR BELOVED MOJO"!
FOR THIS GOAL, HE CREATED A SCHOOL TO TRAIN YOUNG MUTANTS IN THE PROPER AND ETHICAL USE OF THEIR SPECIAL POWERS.
BWHA-HAHAHA-HA!
GET A LOAD OF THOSE COSTUMES!
HE CALLED HIS STUDENTS HIS "X-MEN," BECAUSE EACH HAD AN "X-TRA" POWER NOT POSSESSED BY NORMAL HUMANS.
IN THE YEARS THAT FOLLOWED, THE X-MEN BATTLED A VARIETY OF COLORFUL FOES.
AS IT TURNED OUT THEY ALMOST ALWAYS WON.
BUT THEN THERE CAME A DAY WHEN THE ORIGINAL X-MEN WERE UTTERLY DEFEATED.
TO RESCUE THEM, XAVIER RECRUITED A NEW TEAM OF MUTANTS.
AFTERWARDS, THE FIRST GENERATION OF X-MEN DECIDED TO LEAVE XAVIER'S SCHOOL, TO ALLOW HIM TO BEGIN TRAINING THE SECOND TEAM.
UNGRATEFUL CRETINS!


IN THE YEARS THAT FOLLOWED, THE SECOND GROUP OF XAVIER'S STUDENTS WENT ON TO CARVE THEMSELVES AN EVEN GREATER LEGEND THAN THEIR PREDECESSORS.
MANY WERE THEIR TRIUMPHS-- AND TERRIBLE WERE THEIR TRAGEDIES.
SPECTACLE!
MINDLESS VIOLENCE!
AHHH, THAT'S BETTER!
NOW THAT'LL SELL!
AND THOUGH THEY BATTLED INCESSANTLY AGAINST THEIR ENEMIES, THERE WERE THOSE WHO BEGAN TO THINK THEY HAD FORSAKEN XAVIER'S DREAM.
THE FIVE ORIGINAL X-MEN-- XAVIER'S FIRST STUDENTS-- DECIDED TO TAKE UP THE REINS ONCE MORE, AND RE-FORMED AS THE TEAM KNOWN AS X-FACTOR.
BUT THAT TRICK NEVER WORKS!
THEY BEGAN TO SEEK OUT AND TRAIN YOUNG MUTANTS IN THEIR MENTOR'S TRADITION.


OF COURSE, THEY WERE NEITHER THE FIRST--OR THE LAST--GROUP OF MUTANTS TO SPIN-OFF FROM THE X-MEN.
OTHER SUCH GROUPS, EACH FORMED FOR ARCANE REASONS OF THEIR OWN, INCLUDE:
...EXCALIBUR.
...SUCH AS THE FALLEN ANGELS.
...THE NEW MUTANTS, WHO BECAME X-FORCE...
...AND, OF COURSE, X-FACTOR!
NO DOUBT THERE WILL BE STILL MORE IN THE FUTURE, SINCE--
STOP THIS RUBBISH!
THAT'S ALL FAR TOO CONVOLUTED!
WHO WOULD POSSIBLY BELIEVE SUCH A THING?!
B-BUT, LORD MOJO... IT WAS ALL QUITE THOROUGHLY RESEARCHED.
IT REALLY DID HAPPEN THAT WAY..!
DON'T TRY TO CONFUSE ME WITH THE FACTS!
NOW GO BACK AND START OVER!
AND THIS TIME, BRING ME SOMETHING PLAUSIBLE!

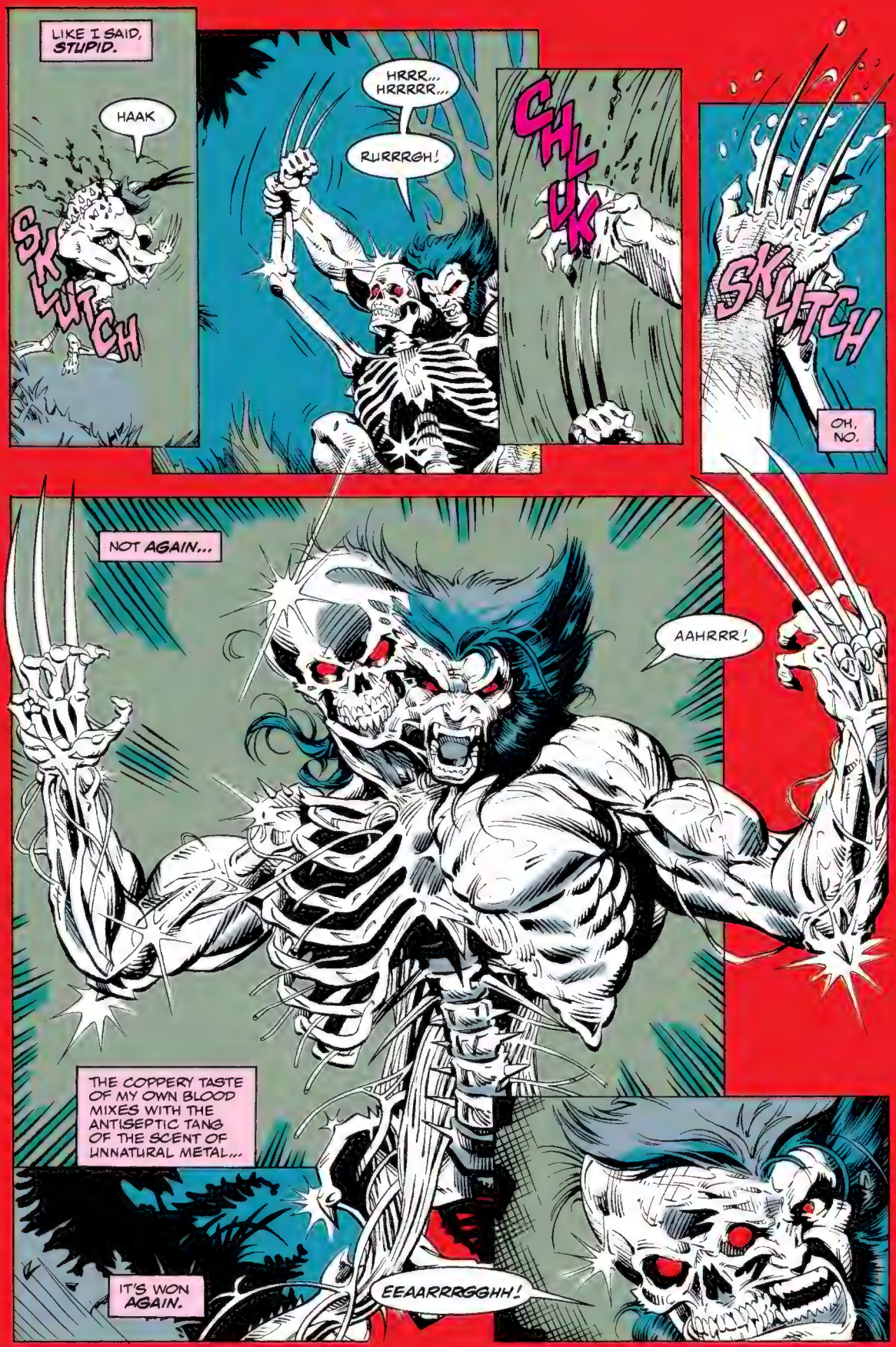

STAN LEE PRESENTS
WOLVERINE
THE ENEMY WITHIN
EVERYTHING'S IN BLACK AND WHITE.
THAT'S HOW I KNOW I'M DREAMING.
NOT THAT THAT MATTERS AT THE TIME, BECAUSE I ALSO KNOW THAT THERE'S A HUNT ON.
AND FOR ONCE, I'M THE PREY.
WRITER: LEN KAMINSKI
PENCILER: KIRK JARVINEN
INKER/COLORIST: BRAD VANCATA
LETTERER: MIKE HEISLER
EDITOR: BOB HARRAS
ED-IN-CHIEF: TOM DEFALCO

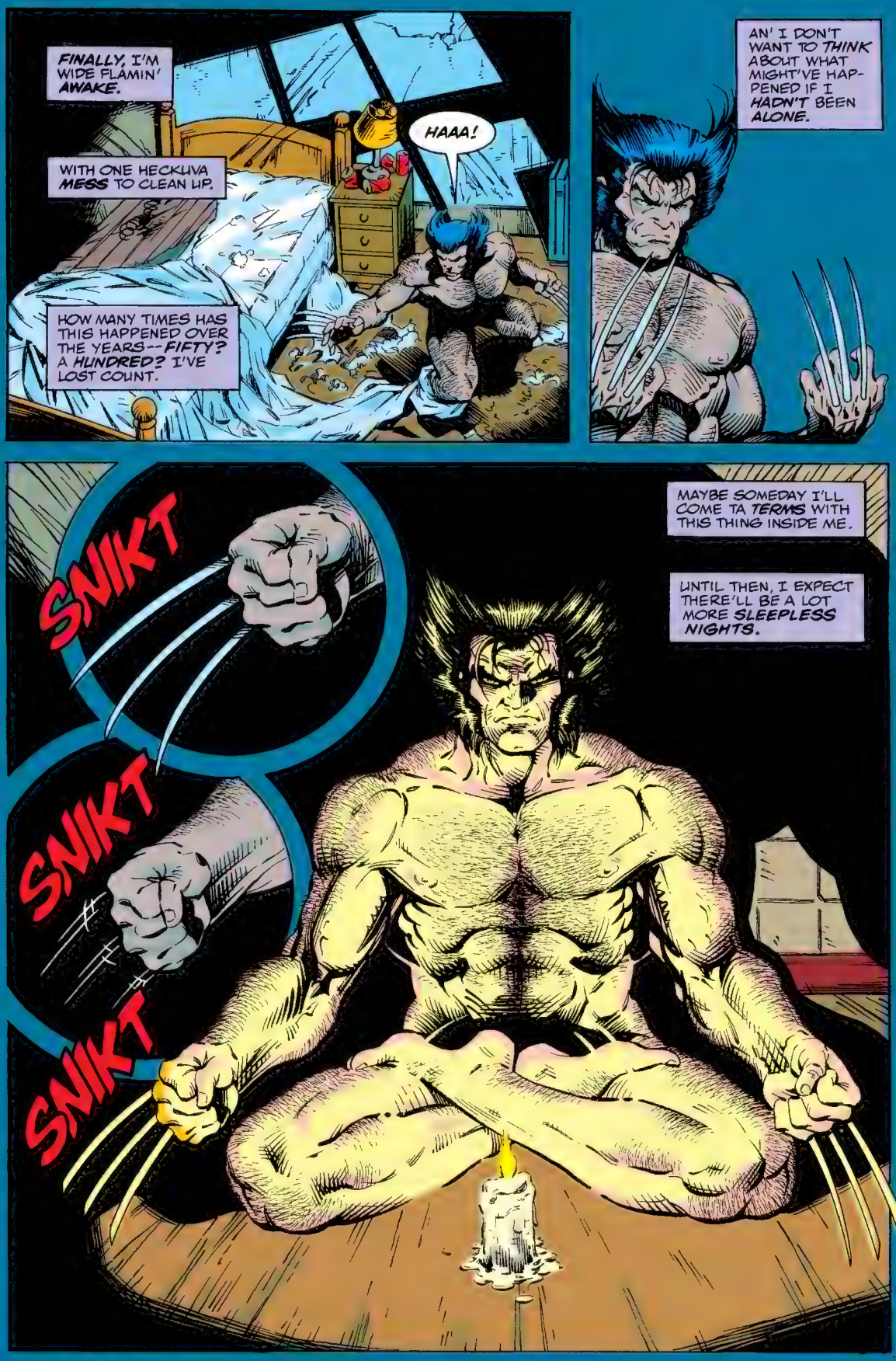
I KEEP TRYING TO TELL MYSELF, "IT'S JUST A FLAMIN' DREAM"-- BUT IT KEEPS COMING OUT AS "RUN! HIDE! IT'S COMING!"
AND THEN...

SNIKT
IT'S TOO LATE.
RRR...?


IT'S HERE.
BIG AS LIFE. AND TWICE AS UGLY.
HRRR...
AND I DON'T LIKE IT. NOT EVEN A LITTLE.
ON SIGHT OF IT, I WAS CONSUMED WITH UNCONTROLLABLE FEAR AND LOATHING...
I'D NEVER HATED ANYTHING AS MUCH AS I DESPISED THIS...THING.
THE FEELING WAS MUTUAL.
SNIKT
ALL THINGS CONSIDERED, THERE WAS ONLY ONE WAY THIS COULD GO DOWN.
AHRRR...
RRAARRGGH!


STUPID.
SKULTCH
RRULIRRGH!
AS IF SOMETHING MADE OF FLESH AND BONE HAD A CHANCE AGAINST THAT WALKING EXAMPLE OF RAZORED DEATH.
HRRRK... HRRR...
AGAIN, I'M TRYING TO GET THROUGH TO MYSELF, TO CONVINCE MYSELF THAT I'LL WAKE UP SOON...
RRRR...
BUT ALL I CAN THINK IS, "BLOODSCENT! ENEMY! ATTACK! RENDTEARFLESH!"
RRRRAAARRGHH!


LIKE I SAID, STUPID.
HAAK
SKLUTCH
HRRR... HRRRRR...
RURRRGH!
CHLUK
SKLITCH
OH, NO.
NOT AGAIN...
AAHRRR!
THE COPPERY TASTE OF MY OWN BLOOD MIXES WITH THE ANTISEPTIC TANG OF THE SCENT OF UNNATURAL METAL...
IT'S WON AGAIN.
EEAARRRGGHH!


FINALLY, I'M WIDE FLAMIN' AWAKE.
WITH ONE HECKUVA MESS TO CLEAN UP.
HAAA!
HOW MANY TIMES HAS THIS HAPPENED OVER THE YEARS--FIFTY? A HUNDRED? I'VE LOST COUNT.
AN' I DON'T WANT TO THINK ABOUT WHAT MIGHT'VE HAPPENED IF I HADN'T BEEN ALONE.
SNIKT
SNIKT
SNIKT
MAYBE SOMEDAY I'LL COME TA TERMS WITH THIS THING INSIDE ME.
UNTIL THEN, I EXPECT THERE'LL BE A LOT MORE SLEEPLESS NIGHTS.


MARVEL COMICS
ANNUAL
PART 4
KINGS OF PAIN™
64 PAGES
$2.00/ $2.50 CAN.
X-FACTOR
6•1991
02582
APPROVED BY THE COMICS CODE AUTHORITY
X-FACTOR®
MIGNOLA

JUST OUTSIDE OF *EDINBURGH*, SCOTLAND, THE WORLD TURNS INSIDE OUT...

KING OF PAIN

Fabian Nicieza - Writer
Terry Shoemaker - Penciller
Al Milgrom - Inker
Joe Rosen - Letterer
Brad Vancata - Colorist
Suzanne Gaffney - Asst. Editor
Bob Harras - Editor
Tom DeFalco - Editor in Chief

WE HAVE A SITE FIX, EVERYONE.

ACCORDING TO THE TOPOGRAPHICAL DISPLAY, THE NEXUS OF THE EVENT ACTIVITY IS DEFINITELY EDINBURGH.

I HAD HOPED THE REPORTS WOULD TURN OUT TO BE AN EXAGGERATION, BUT--

JEAN GREY

IF ANYTHING, *SCOTT*, THE REPORTS WERE *UNDERSTATED!*

EYES FRONT, GANG-- WE HAVE INCOMING CALLS FROM AN INTERNATIONAL *BUFFET* OF SUPERHERO HOTSHOTS!

SCOTT SUMMERS: *CYCLOPS*

HANK McCOY: *THE BEAST*

WARREN WORTHINGTON: *ARCHANGEL*

BOBBY DRAKE: *ICEMAN*

CYCLOPS-- ARE YOU *CERTAIN* THIS IS THE PROPER COURSE OF ACTION?

WE HAVE LITTLE CHOICE, *CAPTAIN AMERICA.*

IF MY SUSPICIONS ABOUT THE PERSON RESPONSIBLE FOR THIS ARE ACCURATE--

--THEN I'M THE ONLY ONE AVAILABLE WHO'S *FACED* HIM BEFORE!

YOU COULD BE WALKING TO YOUR GRAVES.

EVERY TIME WE PUT ON THESE UNIFORMS, *CAPTAIN BRITAIN.*

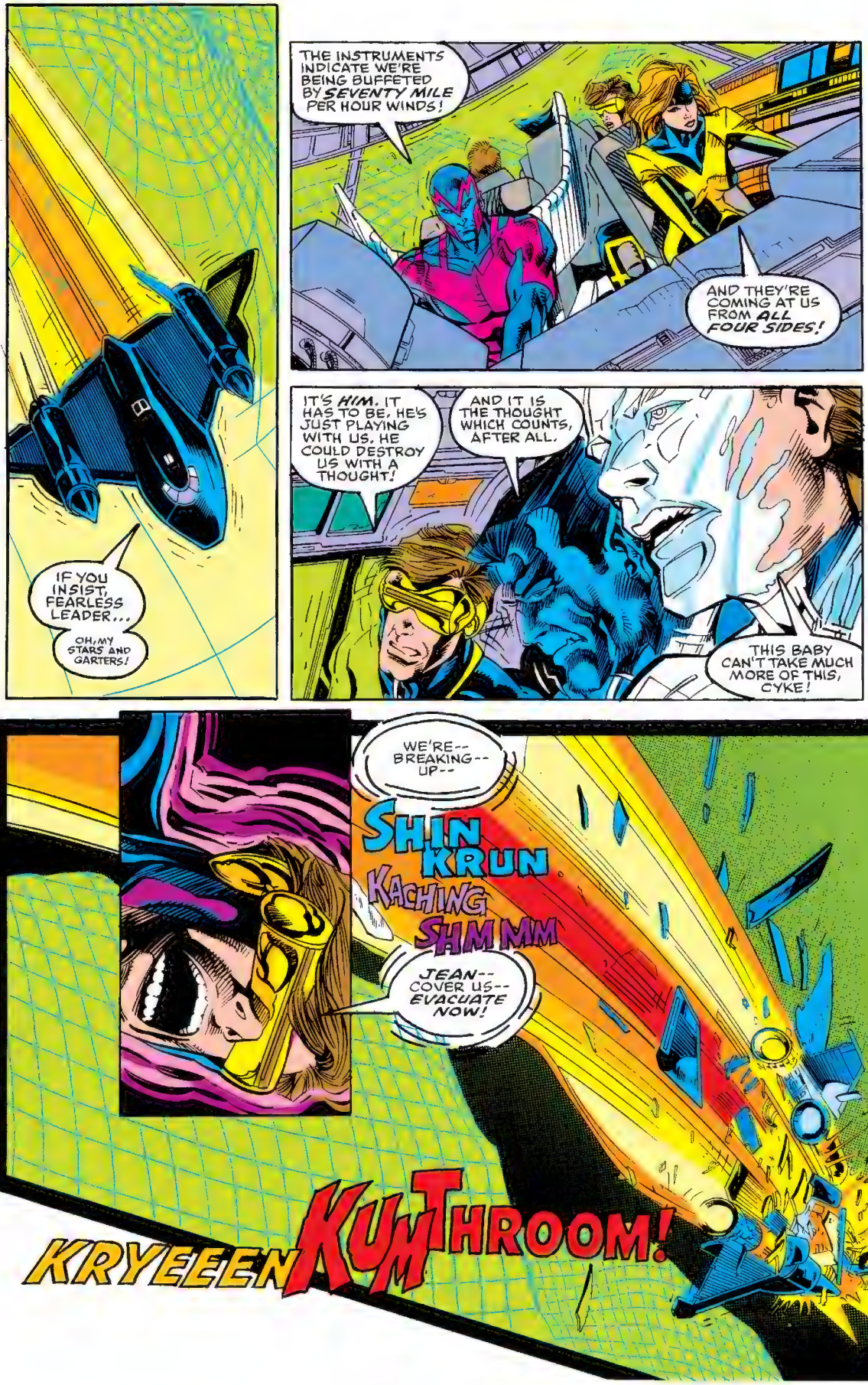
WE'VE DETERMINED A QUICK-STRIKE SCENARIO IS OUR BEST OPTION.

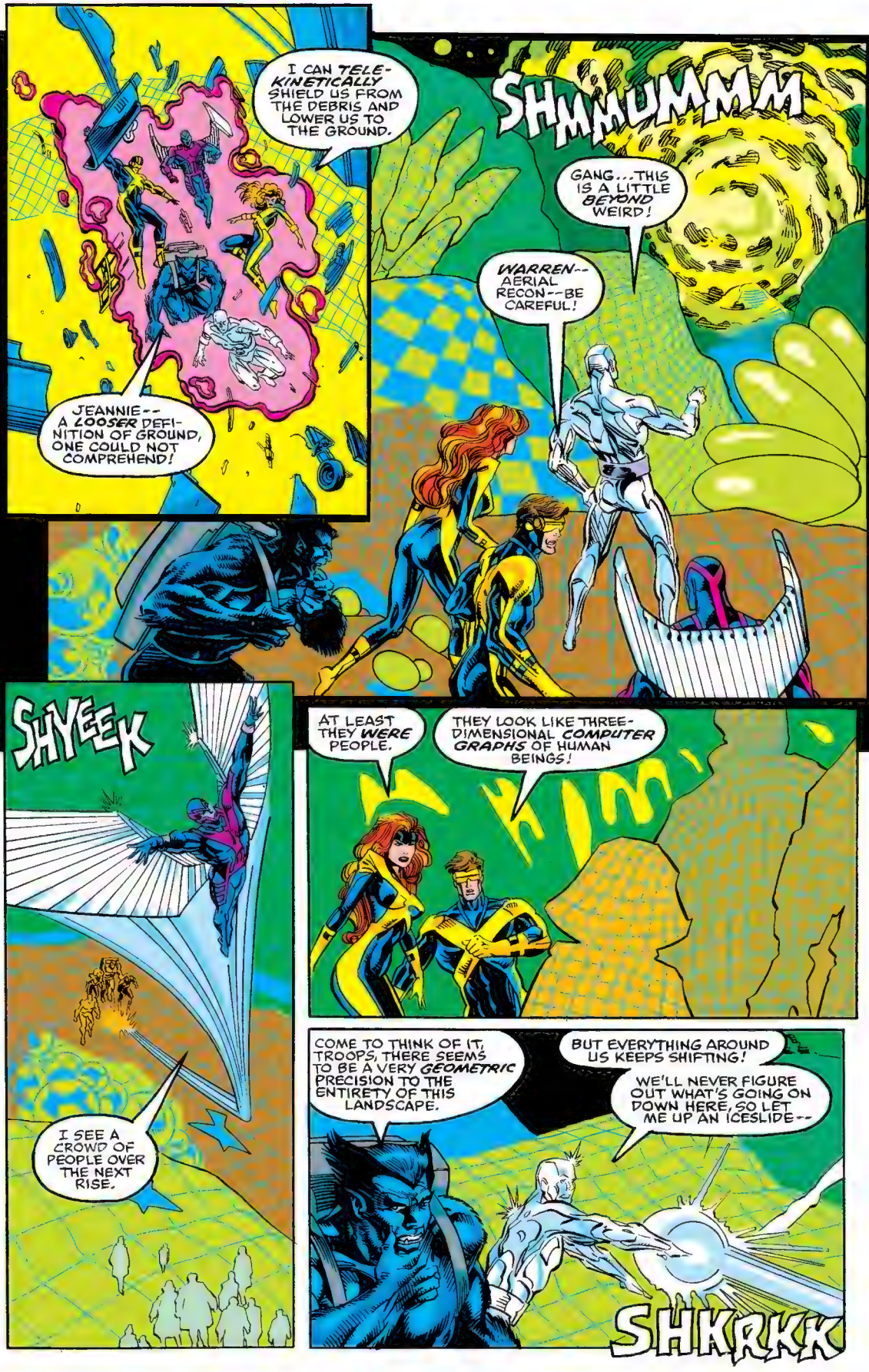
AVENGERS, EXCALIBUR, AND *PEOPLE'S PROTECTORATE* STAND READY SHOULD OUR ASSISTANCE BE NEEDED.

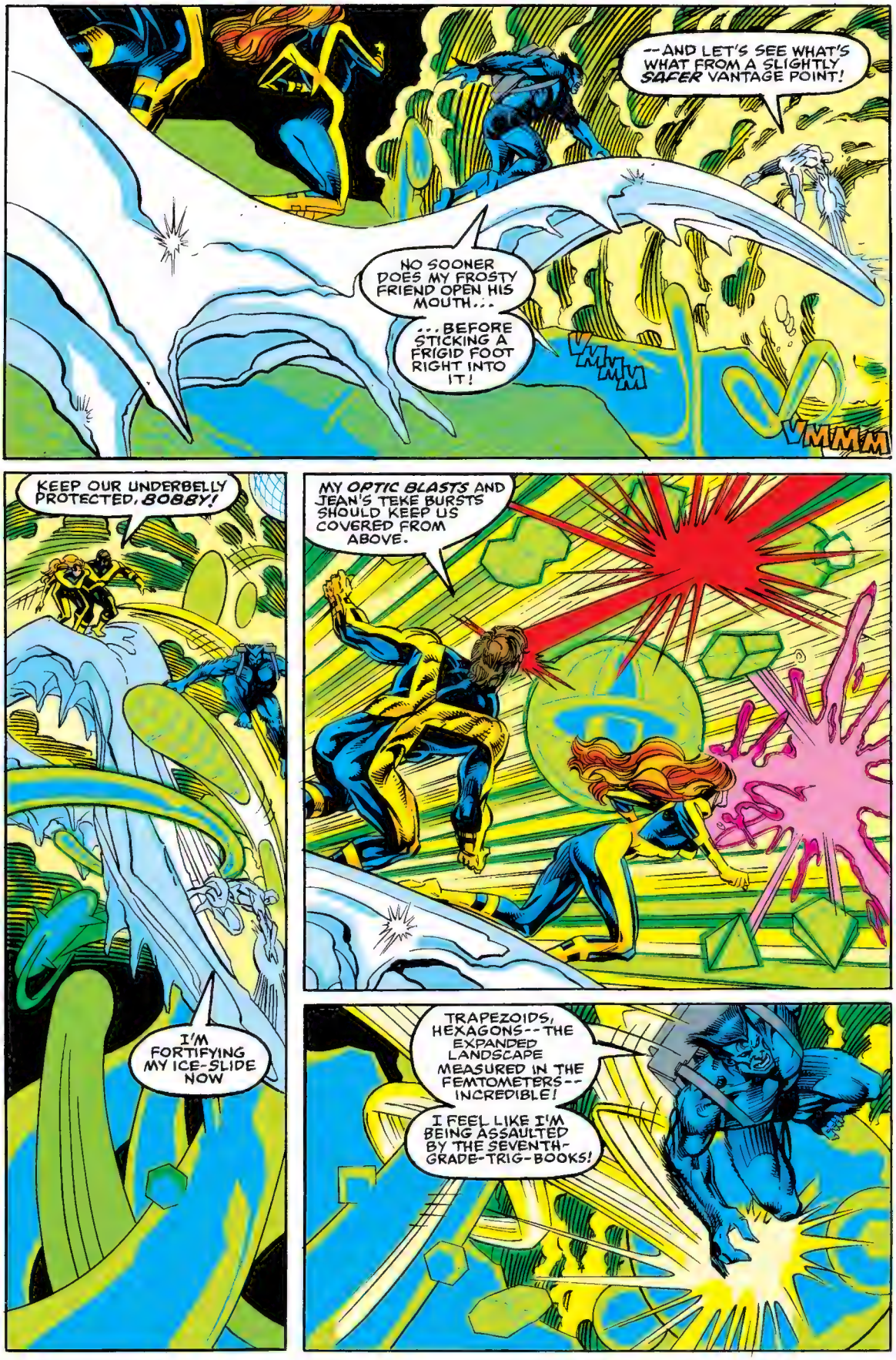
GOOD LUCK, *RED GUARDIAN* OUT. DOSVIDANYA.

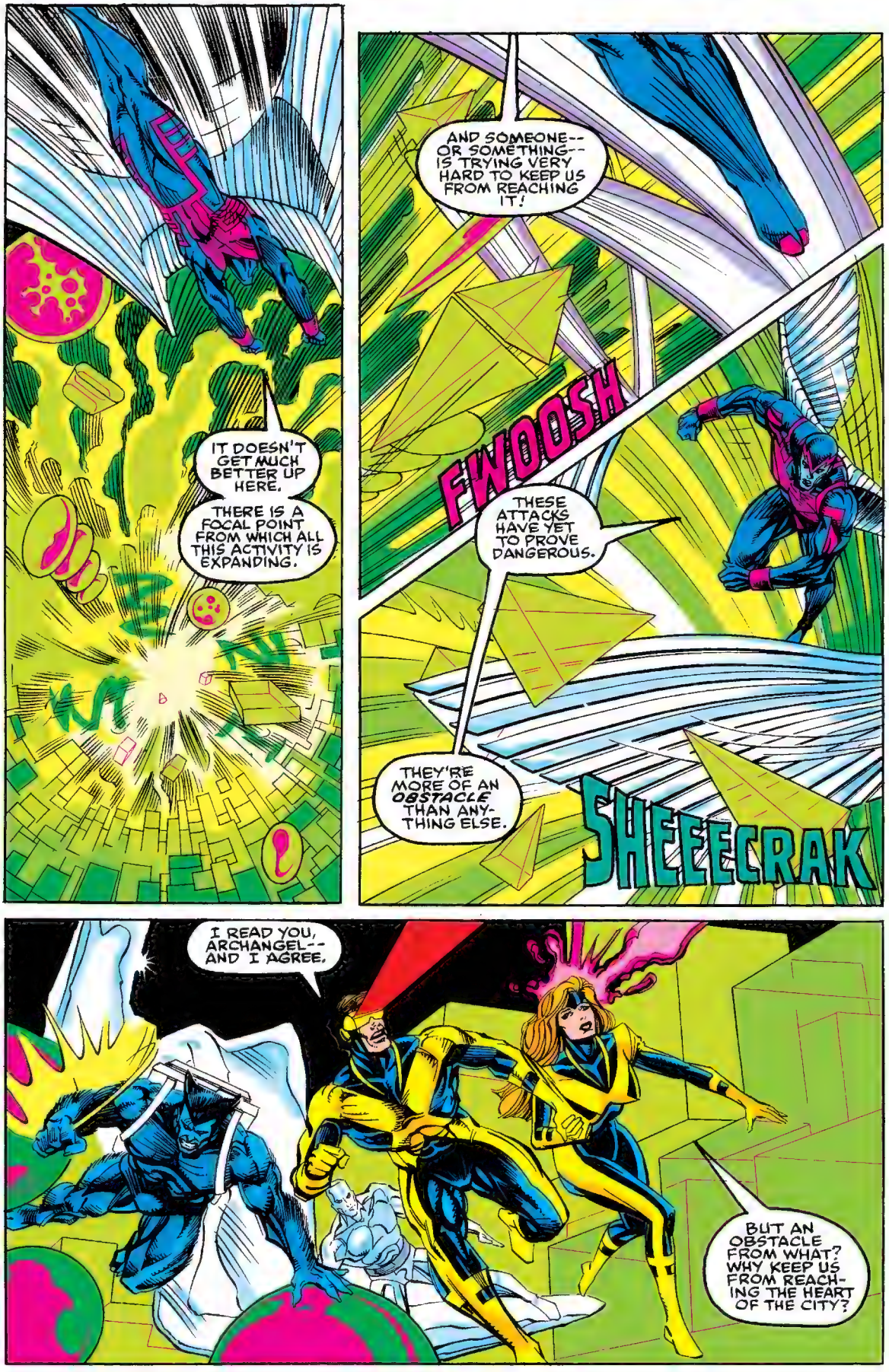
CLIK

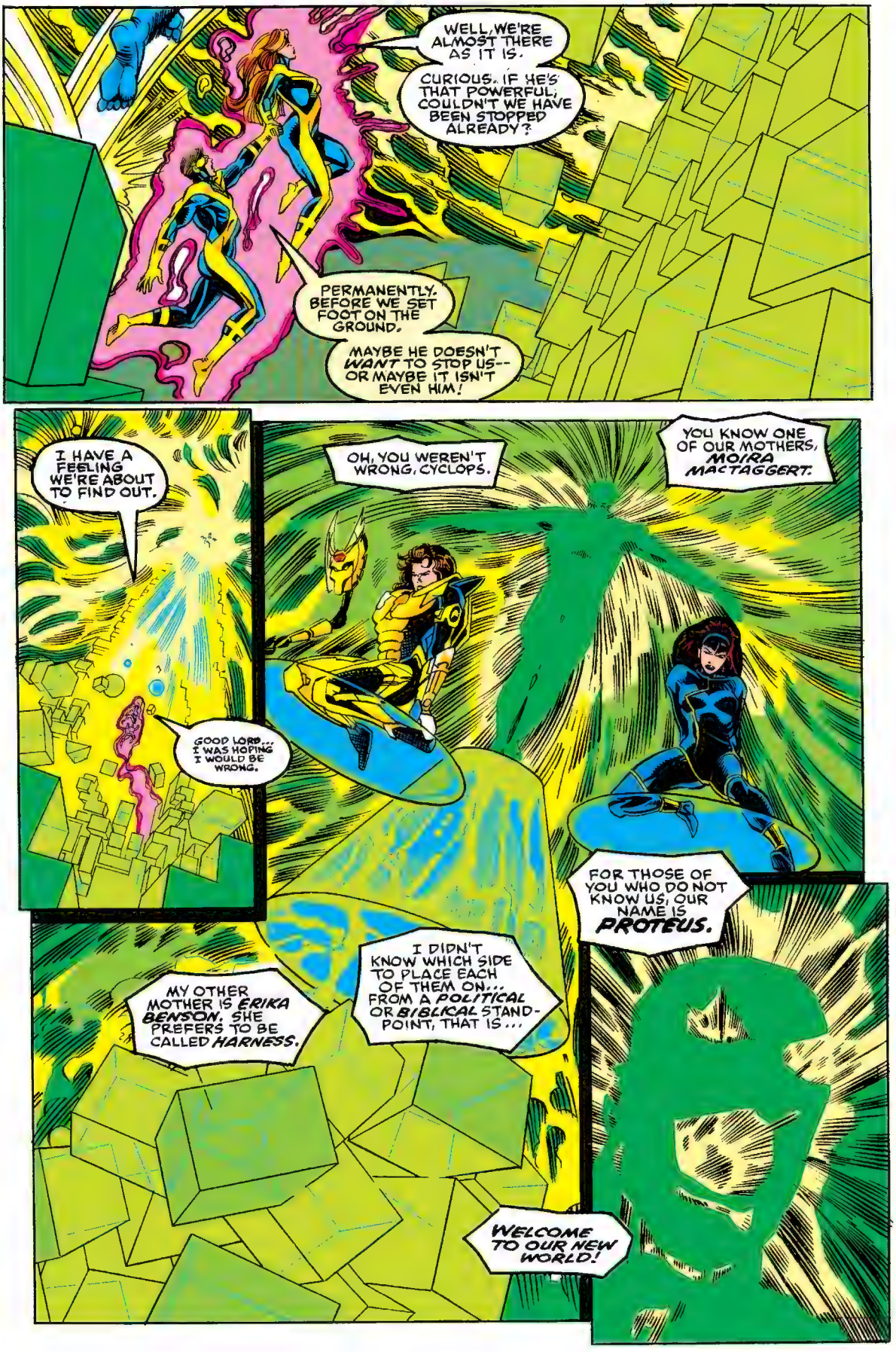
TAKE US DOWN, *HANK.*

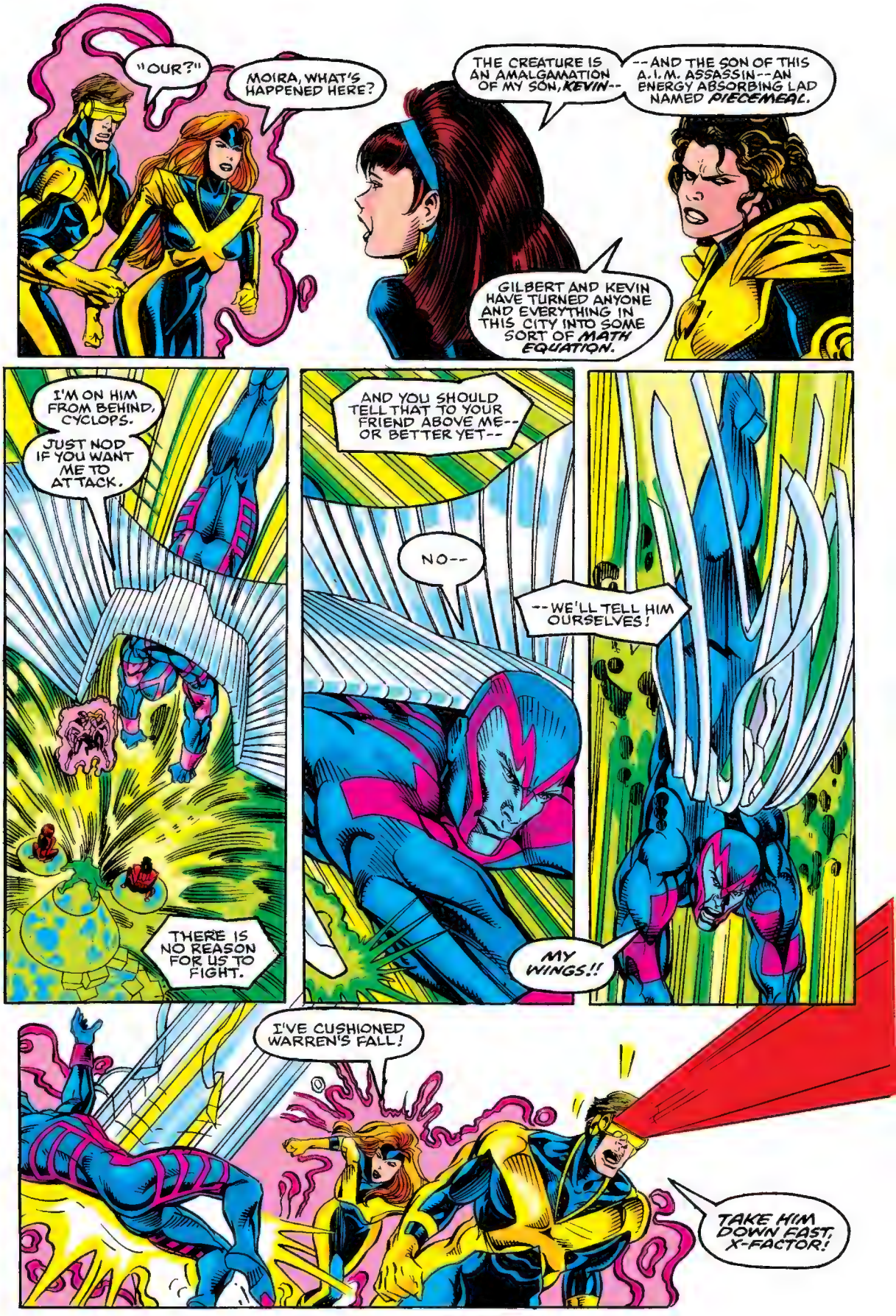

IF YOU INSIST, FEARLESS LEADER...
OH, MY STARS AND GARTERS!
THE INSTRUMENTS INDICATE WE'RE BEING BUFFETED BY SEVENTY MILE PER HOUR WINDS!
AND THEY'RE COMING AT US FROM ALL FOUR SIDES!
IT'S HIM. IT HAS TO BE. HE'S JUST PLAYING WITH US. HE COULD DESTROY US WITH A THOUGHT!
AND IT IS THE THOUGHT WHICH COUNTS, AFTER ALL.
THIS BABY CAN'T TAKE MUCH MORE OF THIS, CYKE!
WE'RE-- BREAKING-- UP--
SHIN KRUN KACHING SHMMM
JEAN-- COVER US-- EVACUATE NOW!
KRYEEEN KUMTHROOM!


I CAN TELE-KINETICALLY SHIELD US FROM THE DEBRIS AND LOWER US TO THE GROUND.
JEANNIE--A LOOSER DEFI-NITION OF GROUND, ONE COULD NOT COMPREHEND!
SHMMUMMM
GANG...THIS IS A LITTLE BEYOND WEIRD!
WARREN--AERIAL RECON--BE CAREFUL!
SHYEEK
I SEE A CROWD OF PEOPLE OVER THE NEXT RISE.
AT LEAST THEY WERE PEOPLE.
THEY LOOK LIKE THREE-DIMENSIONAL COMPUTER GRAPHS OF HUMAN BEINGS!
COME TO THINK OF IT, TROOPS, THERE SEEMS TO BE A VERY GEOMETRIC PRECISION TO THE ENTIRETY OF THIS LANDSCAPE.
BUT EVERYTHING AROUND US KEEPS SHIFTING!
WE'LL NEVER FIGURE OUT WHAT'S GOING ON DOWN HERE, SO LET ME UP AN ICESLIDE--
SHKRKK

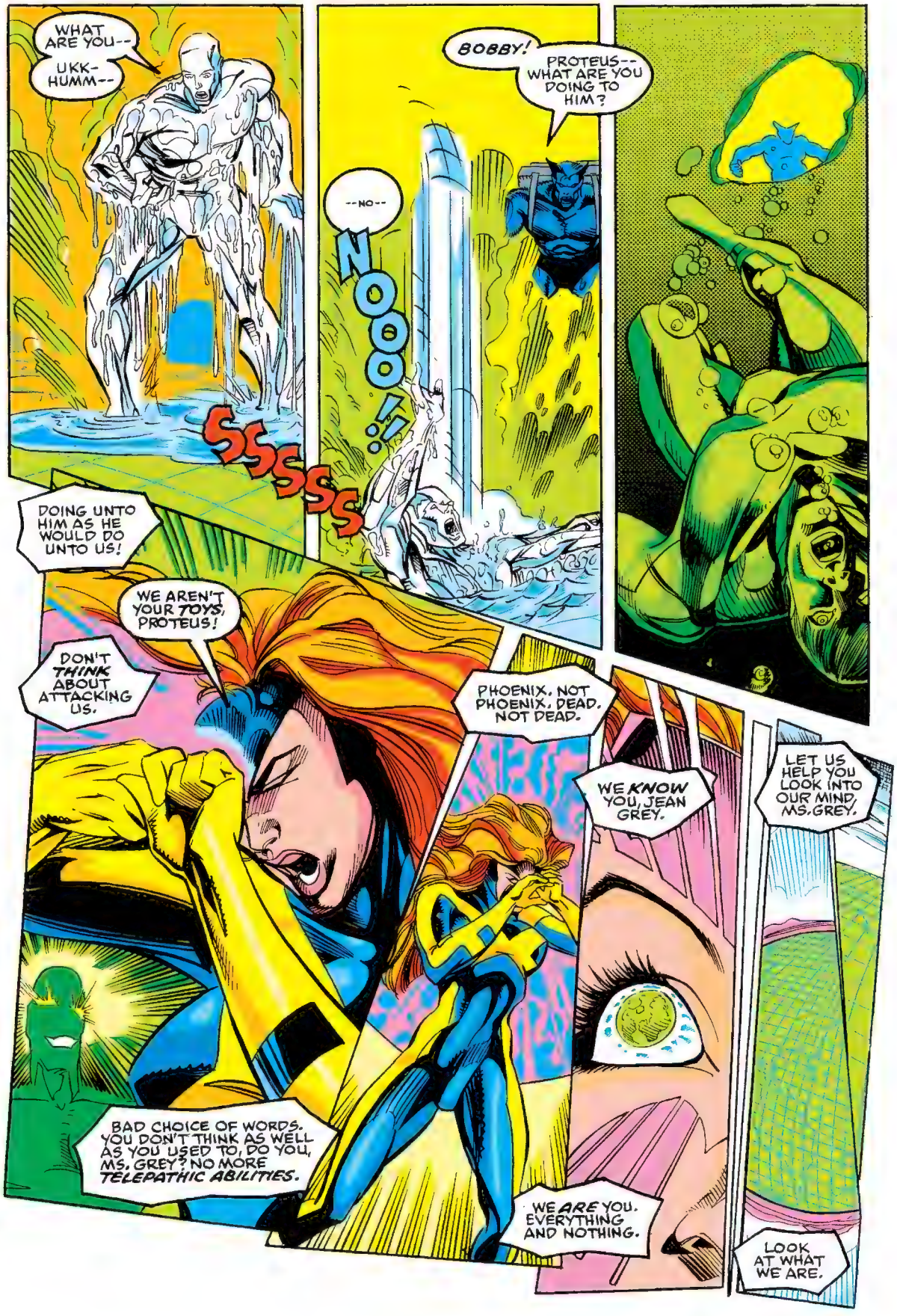

--AND LET'S SEE WHAT'S WHAT FROM A SLIGHTLY SAFER VANTAGE POINT!
NO SOONER DOES MY FROSTY FRIEND OPEN HIS MOUTH...
...BEFORE STICKING A FRIGID FOOT RIGHT INTO IT!
VMMM
VMMM
KEEP OUR UNDERBELLY PROTECTED, BOBBY!
I'M FORTIFYING MY ICE-SLIDE NOW
MY OPTIC BLASTS AND JEAN'S TEKE BURSTS SHOULD KEEP US COVERED FROM ABOVE.
TRAPEZOIDS, HEXAGONS--THE EXPANDED LANDSCAPE MEASURED IN THE FEMTOMETERS--INCREDIBLE!
I FEEL LIKE I'M BEING ASSAULTED BY THE SEVENTH-GRADE-TRIG-BOOKS!

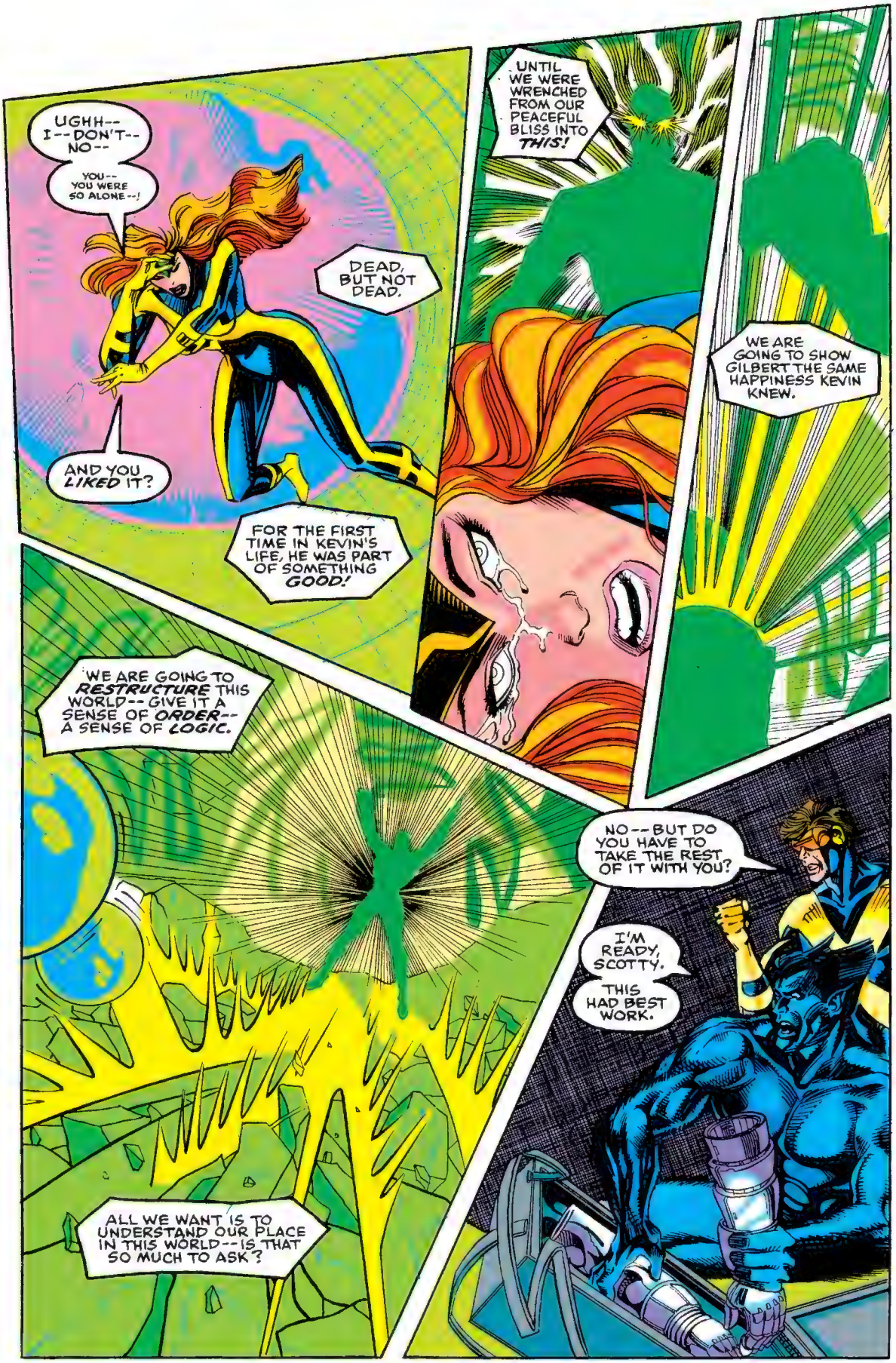

IT DOESN'T GET MUCH BETTER UP HERE.
THERE IS A FOCAL POINT FROM WHICH ALL THIS ACTIVITY IS EXPANDING.
AND SOMEONE--OR SOMETHING--IS TRYING VERY HARD TO KEEP US FROM REACHING IT!
FWOOSH
THESE ATTACKS HAVE YET TO PROVE DANGEROUS.
THEY'RE MORE OF AN OBSTACLE THAN ANYTHING ELSE.
SHEEECRAK
I READ YOU, ARCHANGEL--AND I AGREE.
BUT AN OBSTACLE FROM WHAT? WHY KEEP US FROM REACHING THE HEART OF THE CITY?


WELL, WE'RE ALMOST THERE AS IT IS.
CURIOUS. IF HE'S THAT POWERFUL, COULDN'T WE HAVE BEEN STOPPED ALREADY?
PERMANENTLY. BEFORE WE SET FOOT ON THE GROUND.
MAYBE HE DOESN'T *WANT* TO STOP US-- OR MAYBE IT ISN'T EVEN HIM!
I HAVE A FEELING WE'RE ABOUT TO FIND OUT.
GOOD LORD... I WAS HOPING I WOULD BE WRONG.
OH, YOU WEREN'T WRONG, CYCLOPS.
YOU KNOW ONE OF OUR MOTHERS, *MOIRA MACTAGGERT*.
FOR THOSE OF YOU WHO DO NOT KNOW US, OUR NAME IS *PROTEUS*.
I DIDN'T KNOW WHICH SIDE TO PLACE EACH OF THEM ON... FROM A *POLITICAL* OR *BIBLICAL* STANDPOINT, THAT IS...
MY OTHER MOTHER IS *ERIKA BENSON*. SHE PREFERS TO BE CALLED *HARNESS*.
WELCOME TO OUR NEW WORLD!

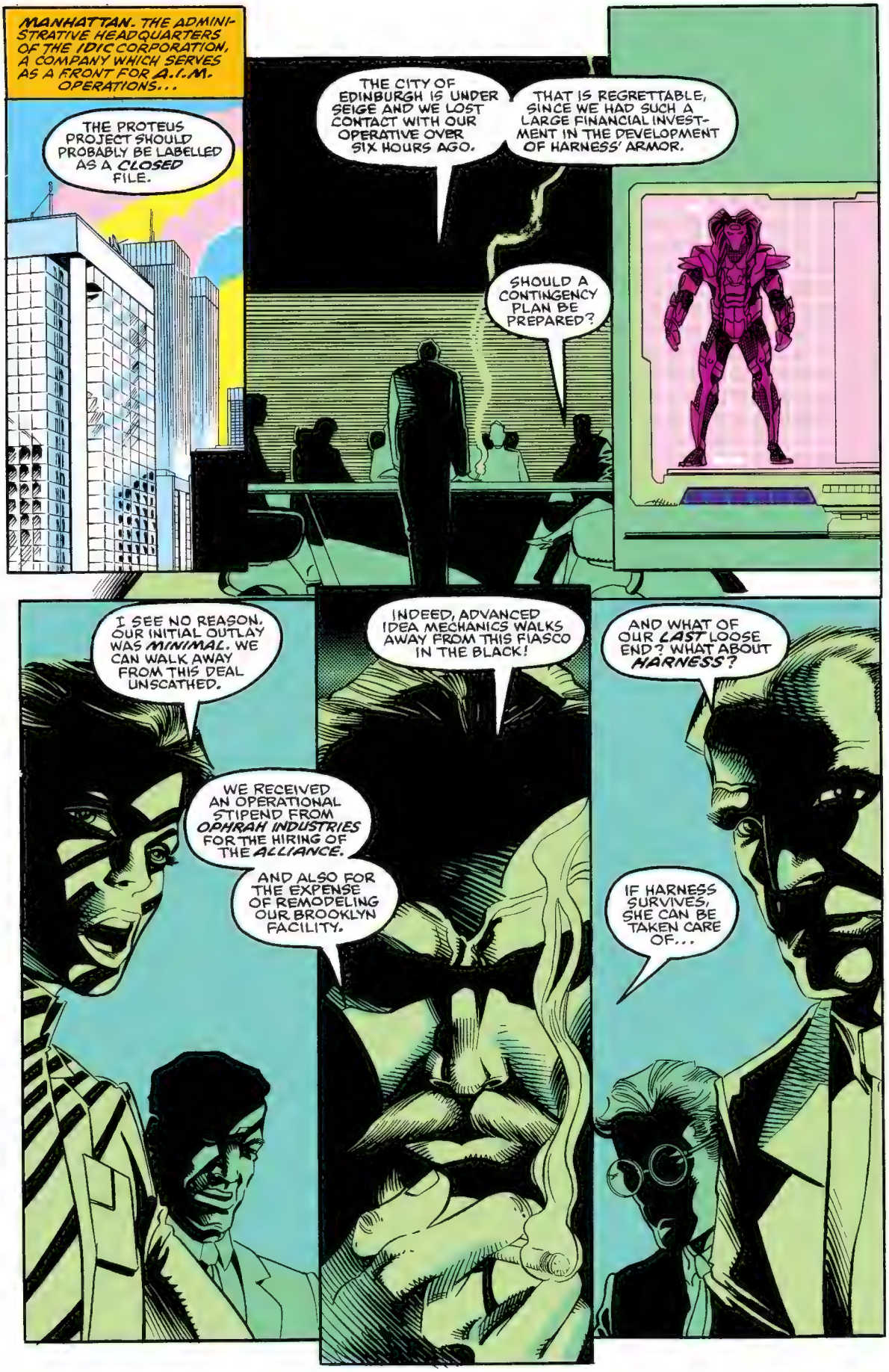

"OUR?"
MOIRA, WHAT'S HAPPENED HERE?
THE CREATURE IS AN AMALGAMATION OF MY SON, KEVIN--
--AND THE SON OF THIS A.I.M. ASSASSIN--AN ENERGY ABSORBING LAD NAMED PIECEMEAL.
GILBERT AND KEVIN HAVE TURNED ANYONE AND EVERYTHING IN THIS CITY INTO SOME SORT OF MATH EQUATION.
I'M ON HIM FROM BEHIND, CYCLOPS.
JUST NOD IF YOU WANT ME TO ATTACK.
THERE IS NO REASON FOR US TO FIGHT.
AND YOU SHOULD TELL THAT TO YOUR FRIEND ABOVE ME--OR BETTER YET--
NO--
--WE'LL TELL HIM OURSELVES!
MY WINGS!!
I'VE CUSHIONED WARREN'S FALL!
TAKE HIM DOWN FAST, X-FACTOR!


DO YOU ACTUALLY BELIEVE THAT BY DESTROYING OUR THRONE YOU WILL TOPPLE US?
DON'T *INSULT* US, CYCLOPS! DON'T ABUSE US LIKE EVERYONE HAS DONE TO US ALL OUR LIVES!
WE *ARE* THE REALITY YOU STAND IN. ACCEPT THAT FACT. DON'T ENGAGE US IN POINTLESS COMBAT.
SHKRRKK
RYEEEK
HEY--POINTLESS COMBAT IS WHAT WE DO BEST, BUDDY!
IF YOU DON'T LIKE IT, THEN LET'S PUT YOU ON *ICE* FOR THE DURATION!
DO TELL. YOU CAN STOP NOW.
HUH--?
HOW DID YOU--?
POUR IT ON, BOBBY!
YOU'VE ENCASED HIS ENTIRE ENERGY FORM IN YOUR ICE MOUNTAIN!


WHAT ARE YOU--
UKK-HUMM--
SSSSSS
--NO--
NOOO!!
BOBBY!
PROTEUS--WHAT ARE YOU DOING TO HIM?
DOING UNTO HIM AS HE WOULD DO UNTO US!
WE AREN'T YOUR TOYS, PROTEUS!
DON'T THINK ABOUT ATTACKING US.
BAD CHOICE OF WORDS. YOU DON'T THINK AS WELL AS YOU USED TO, DO YOU, MS. GREY? NO MORE TELEPATHIC ABILITIES.
PHOENIX. NOT PHOENIX. DEAD. NOT DEAD.
WE KNOW YOU, JEAN GREY.
WE ARE YOU. EVERYTHING AND NOTHING.
LET US HELP YOU LOOK INTO OUR MIND, MS. GREY.
LOOK AT WHAT WE ARE.


UGHH-- I--DON'T-- NO--
YOU-- YOU WERE SO ALONE--!
DEAD, BUT NOT DEAD.
AND YOU LIKED IT?
FOR THE FIRST TIME IN KEVIN'S LIFE, HE WAS PART OF SOMETHING GOOD!
UNTIL WE WERE WRENCHED FROM OUR PEACEFUL BLISS INTO THIS!
WE ARE GOING TO SHOW GILBERT THE SAME HAPPINESS KEVIN KNEW.
WE ARE GOING TO RESTRUCTURE THIS WORLD-- GIVE IT A SENSE OF ORDER-- A SENSE OF LOGIC.
ALL WE WANT IS TO UNDERSTAND OUR PLACE IN THIS WORLD-- IS THAT SO MUCH TO ASK?
NO-- BUT DO YOU HAVE TO TAKE THE REST OF IT WITH YOU?
I'M READY, SCOTTY.
THIS HAD BEST WORK.


GO, HANK!!
FSHING
FSHING
EH--?
TKUMP
TIME, MY OMNIPOTENT FRIEND, THAT WE KICKED SOME BIGTIME BUTTOCKS!
WHAT-- METAL GAUNTLETS AROUND YOUR ARMS?
FWSHAK!
YES, WE WERE DEFEATED IN OUR PREVIOUS LIFE BY SUCH AN ASSAULT.
UH-OH.
YOU'VE LOST.
IT'S OVER.
OUR ENERGY FORM IS NO LONGER ALLERGIC TO METAL.
WELL, I'M SORRY TO SAY, IT WON'T WORK THIS TIME.
EZEESHAK
THAT'S THAT.


MANHATTAN. THE ADMINISTRATIVE HEADQUARTERS OF THE IDIC CORPORATION, A COMPANY WHICH SERVES AS A FRONT FOR A.I.M. OPERATIONS...
THE PROTEUS PROJECT SHOULD PROBABLY BE LABELLED AS A CLOSED FILE.
THE CITY OF EDINBURGH IS UNDER SEIGE AND WE LOST CONTACT WITH OUR OPERATIVE OVER SIX HOURS AGO.
THAT IS REGRETTABLE, SINCE WE HAD SUCH A LARGE FINANCIAL INVESTMENT IN THE DEVELOPMENT OF HARNESS' ARMOR.
SHOULD A CONTINGENCY PLAN BE PREPARED?
I SEE NO REASON. OUR INITIAL OUTLAY WAS MINIMAL. WE CAN WALK AWAY FROM THIS DEAL UNSCATHED.
WE RECEIVED AN OPERATIONAL STIPEND FROM OPHRAH INDUSTRIES FOR THE HIRING OF THE ALLIANCE.
AND ALSO FOR THE EXPENSE OF REMODELING OUR BROOKLYN FACILITY.
INDEED, ADVANCED IDEA MECHANICS WALKS AWAY FROM THIS FIASCO IN THE BLACK!
AND WHAT OF OUR LAST LOOSE END? WHAT ABOUT HARNESS?
IF HARNESS SURVIVES, SHE CAN BE TAKEN CARE OF...


VAIL, COLORADO, INSIDE A VERY EXPENSIVE MOUNTAIN CHALET, A DEADLY GAME CONTINUES...
THE MATCH BECOMES BOTH MORE AND LESS COMPLICATED!
WE ARE BOTH WITHOUT OUR QUEENS.
NOW IT WILL BE A TRUE TEST OF SKILL AND CUNNING, MORTIMER.
YOU RELISH THE ROLE OF CHESSMEN, DON'T YOU?
I DO, MY YOUNG FRIEND, I DO. I HAVE ALWAYS BEEN THE MANIPULATED, NEVER THE MANIPULATOR.
PLAYING THE PART OF THE KING IS FAR MORE ENJOYABLE THAN THAT OF THE PAWN.
AND WHO BETTER TO KNOW THE WILES AND WAYS OF A MASTER THAN ONE WHO HAS BEEN THE SLAVE?
EXACTLY.
CHECK.
VERY NICE. VERY NICE, TO THE KINGS OF PAIN-- MAY WE PLAY OUR ROLES AS WELL AS THE PIECES PLAY THEIRS!

OTHERWHERE...

SPHLINK

PROTEUS TELEPORTED US-- BUT WHERE?

IT'S ABOUT TIME YOU GOT HERE.

WE'VE BEEN WAITING FOR HOURS.

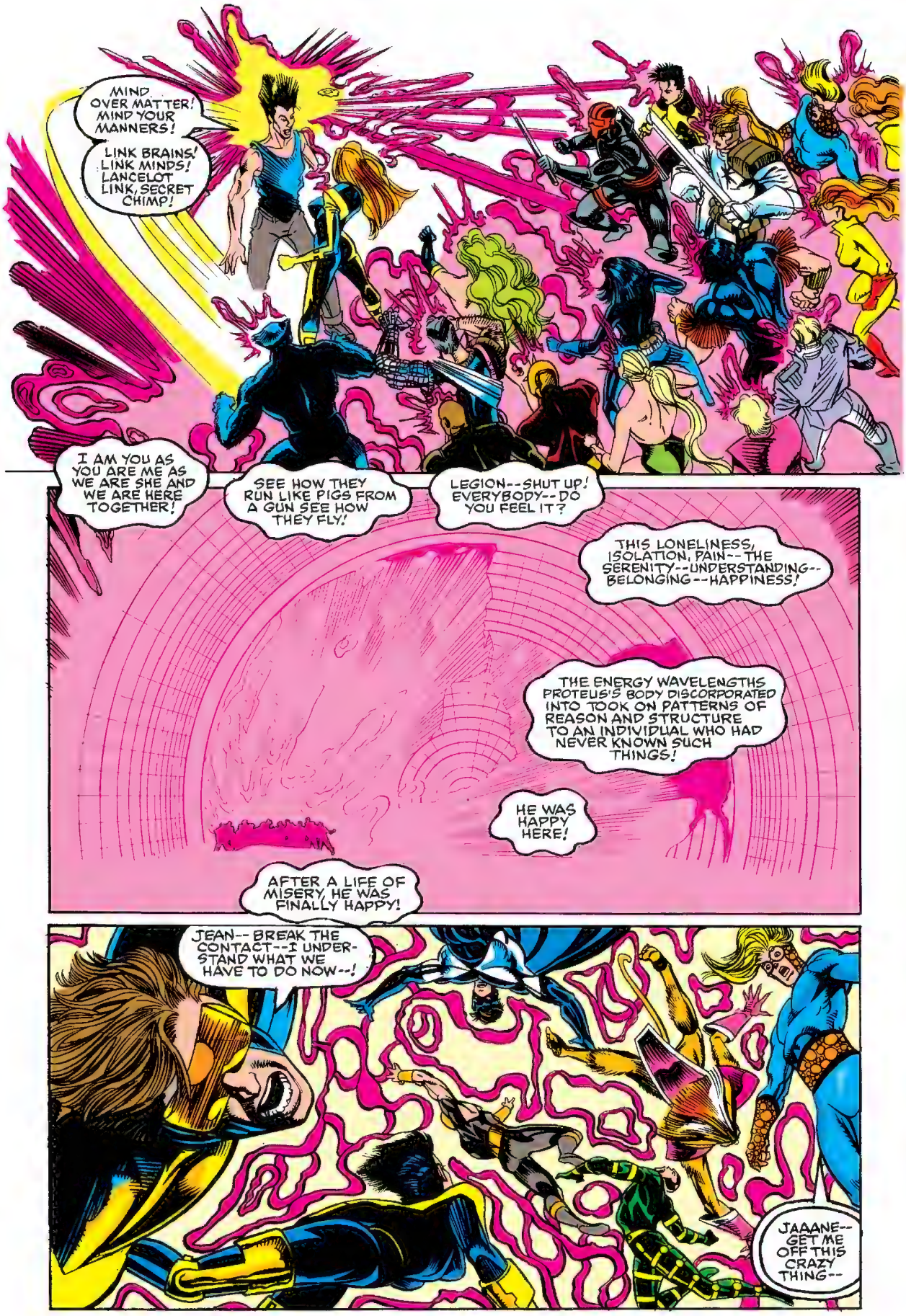


(BELIEVE IT OR NOT, A ROLL CALL!) TOP ROW: NIGHT THRASHER, SHATTERSTAR, NAMORITA, NOVA, FIRESTAR, POLARIS, CABLE, WARPATH, DOMINO. BOTTOM ROW: SILHOUETTE, CHORD, FERAL, SPEEDBALL, MARVEL BOY, MADROX THE MULTIPLE MAN, LEGION, SIRYN, BOOM BOOM, CANNONBALL.

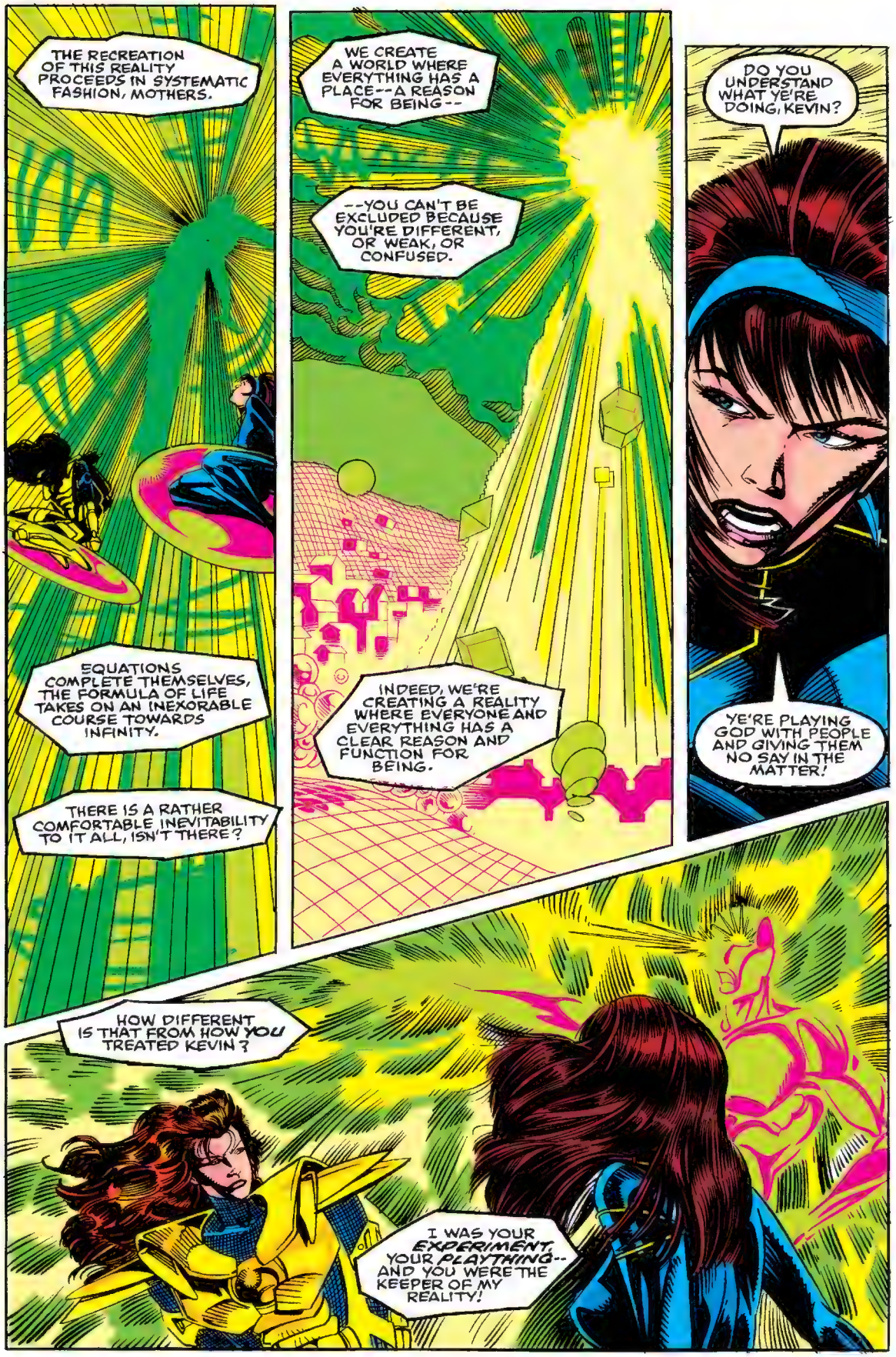

QUITE A GROUPING.
CABLE'S CREW I'M FAMILIAR WITH--AND MOIRA MACTAGGERT'S MUIR ISLANDERS AS WELL--
--THE REST OF YOU--ARE THE NEW WARRIORS, RIGHT?
YES, SIR.
SOMEONE MIND TELLING US WHERE WE ARE AND HOW WE GOT HERE?
IT'S A BIT OF A COMPLICATED STORY.
"BOTH X-FORCE AND THE WARRIORS GOT INVOLVED IN A PLAN RUN BY A.I.M. TO RECREATE PROTEUS.
"THEY WERE USING AN ENERGY-ABSORBING MUTANT BOY NAMED PIECEMEAL AND HIS MOTHER, HARNESS, TO GATHER THE DISPERSED PROTEUS ENERGY ACROSS THE PLANET.
"WE ALL WENT TO MUIR ISLAND TO GAIN DR. MACTAGGERT'S HELP, THEN WE CONFRONTED HARNESS AND PIECEMEAL IN AN ATTEMPT TO PREVENT THE REFORMATION OF PROTEUS.

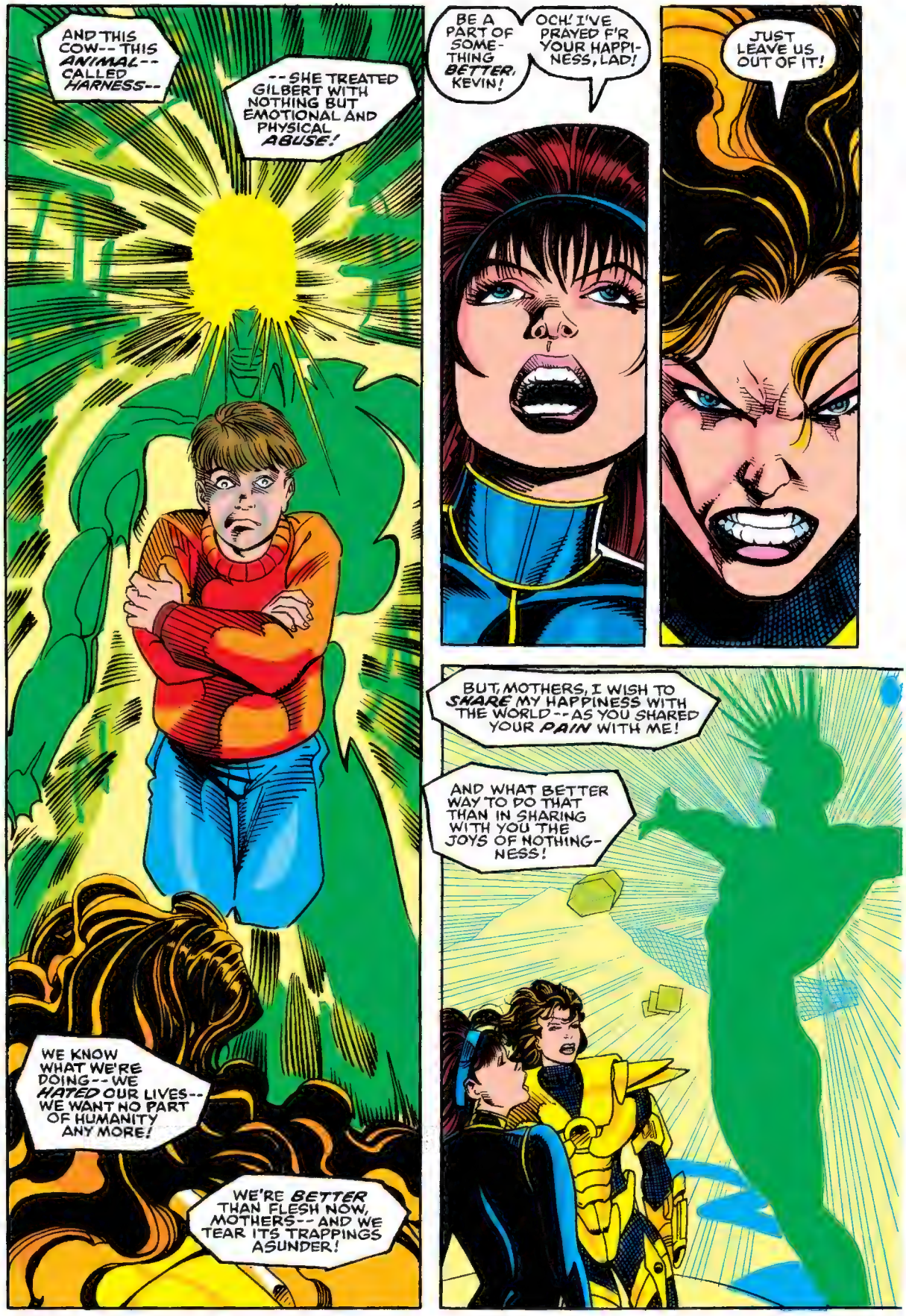

"OBVIOUSLY, WE FAILED.
"PIECEMEAL AND PROTEUS MERGED INTO ONE BEING...
"...AND EDINBURGH EXPLODED."
NEXT THING WE KNEW, CYKE, HERE WE WERE!
AND EXACTLY WHERE THE HECK IS THAT, SAM?
WE'VE BEEN TALKING ABOUT THAT...WE THINK WE'RE INSIDE PROTEUS' MIND!
BUT THERE'S NOTHING HERE!
EXACTLY! PROTEUS IS SHOWING US WHAT IT WAS LIKE TO GO THROUGH THE THINGS HE WENT THROUGH.

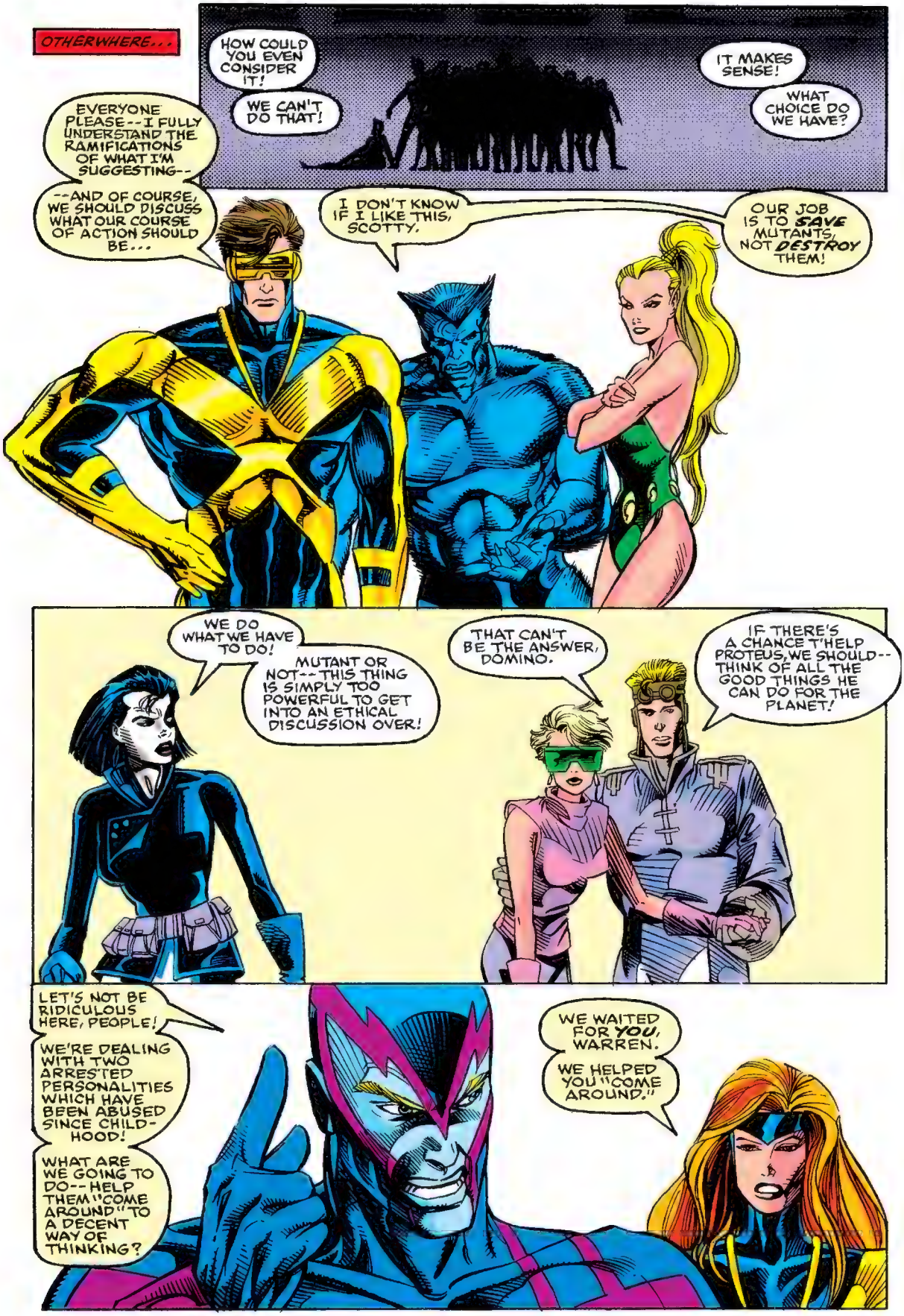

NO... THAT CAN'T BE RIGHT... PROTEUS SHOWED ME WHAT WAS INSIDE HIS MIND.
HE'S TURNED EDINBURGH--TRYING TO TURN THE WHOLE WORLD--INTO A REALITY OF MATHEMATICAL STRUCTURE AND ORDER!
IT'S HOW HE FOUND PEACE WHILE IN HIS DISCORPORATED STATE OF "DEATH."
THEN WHY SEND US HERE? HE DOESN'T NEED TO GET US OUT OF THE WAY.
MAYBE HE'S SHOWING US WHAT IT WAS LIKE BEFORE...
BEFORE WHAT?
I CAN'T EXPLAIN IT VERBALLY--YOU HAVE TO SEE IT--I WISH I HAD MY TELEPATHIC POWERS--I'D SHOW YOU WHAT PROTEUS SHOWED ME...
HEY, HONEY--TA-DAAAA--TELEPATHY?
THAT WOULD BE ME!
I GUESS IT WOULD, WOULDN'T IT, LEGION?
ALL RIGHT THEN--LET'S ESTABLISH CONTACT WITH YOUR TELEPATHIC PERSONALITY.
JEMAI--COME OUT, COME OUT WHEREVER YOU--
URK


MIND OVER MATTER! MIND YOUR MANNERS!
LINK BRAINS! LINK MINDS! LANCELOT LINK, SECRET CHIMP!
I AM YOU AS YOU ARE ME AS WE ARE SHE AND WE ARE HERE TOGETHER!
SEE HOW THEY RUN LIKE PIGS FROM A GUN SEE HOW THEY FLY!
LEGION--SHUT UP! EVERYBODY--DO YOU FEEL IT?
THIS LONELINESS, ISOLATION, PAIN--THE SERENITY--UNDERSTANDING--BELONGING--HAPPINESS!
THE ENERGY WAVELENGTHS PROTEUS'S BODY DISCORPORATED INTO TOOK ON PATTERNS OF REASON AND STRUCTURE TO AN INDIVIDUAL WHO HAD NEVER KNOWN SUCH THINGS!
HE WAS HAPPY HERE!
AFTER A LIFE OF MISERY, HE WAS FINALLY HAPPY!
JEAN--BREAK THE CONTACT--I UNDERSTAND WHAT WE HAVE TO DO NOW--!
JAAANE--GET ME OFF THIS CRAZY THING--


THAT-- WAS-- INTERESTING--
I THINK I'M SEASICK...
WHAT IS IT, SCOTT?
THIS LEVEL OF EXISTENCE-- THIS ALL-ENCOMPASSING NOTHINGNESS--
--IF THIS IS WHAT PROTEUS DEFINES AS HAPPINESS--
--THEN THIS IS WHAT WE SHOULD TRY TO GIVE HIM!
BUT THE ONLY WAY TO DO THAT IS TO KILL HIM-- HE ONLY ENTERED THIS STATE AFTER HE DIED.
AND WE ALL KNOW HE'S TOO POWERFUL TO KILL, RIGHT?
THEN YOU'RE SAYING THE ONLY WAY TO STOP PROTEUS MAY BE TO CONVINCE HIM HE CAN'T BE HAPPY UNLESS HE'S DEAD?
WE HAVE TO MAKE PROTEUS WANT TO END HIS EXISTENCE.
THE ONLY WAY TO SAVE EARTH-- MAYBE ALL OF REALITY-- IS TO GET PROTEUS TO COMMIT SUICIDE!


THE RECREATION OF THIS REALITY PROCEEDS IN SYSTEMATIC FASHION, MOTHERS.
EQUATIONS COMPLETE THEMSELVES, THE FORMULA OF LIFE TAKES ON AN INEXORABLE COURSE TOWARDS INFINITY.
THERE IS A RATHER COMFORTABLE INEVITABILITY TO IT ALL, ISN'T THERE?
WE CREATE A WORLD WHERE EVERYTHING HAS A PLACE--A REASON FOR BEING--
--YOU CAN'T BE EXCLUDED BECAUSE YOU'RE DIFFERENT, OR WEAK, OR CONFUSED.
INDEED, WE'RE CREATING A REALITY WHERE EVERYONE AND EVERYTHING HAS A CLEAR REASON AND FUNCTION FOR BEING.
DO YOU UNDERSTAND WHAT YE'RE DOING, KEVIN?
YE'RE PLAYING GOD WITH PEOPLE AND GIVING THEM NO SAY IN THE MATTER!
HOW DIFFERENT IS THAT FROM HOW YOU TREATED KEVIN?
I WAS YOUR EXPERIMENT, YOUR PLAYTHING--AND YOU WERE THE KEEPER OF MY REALITY!

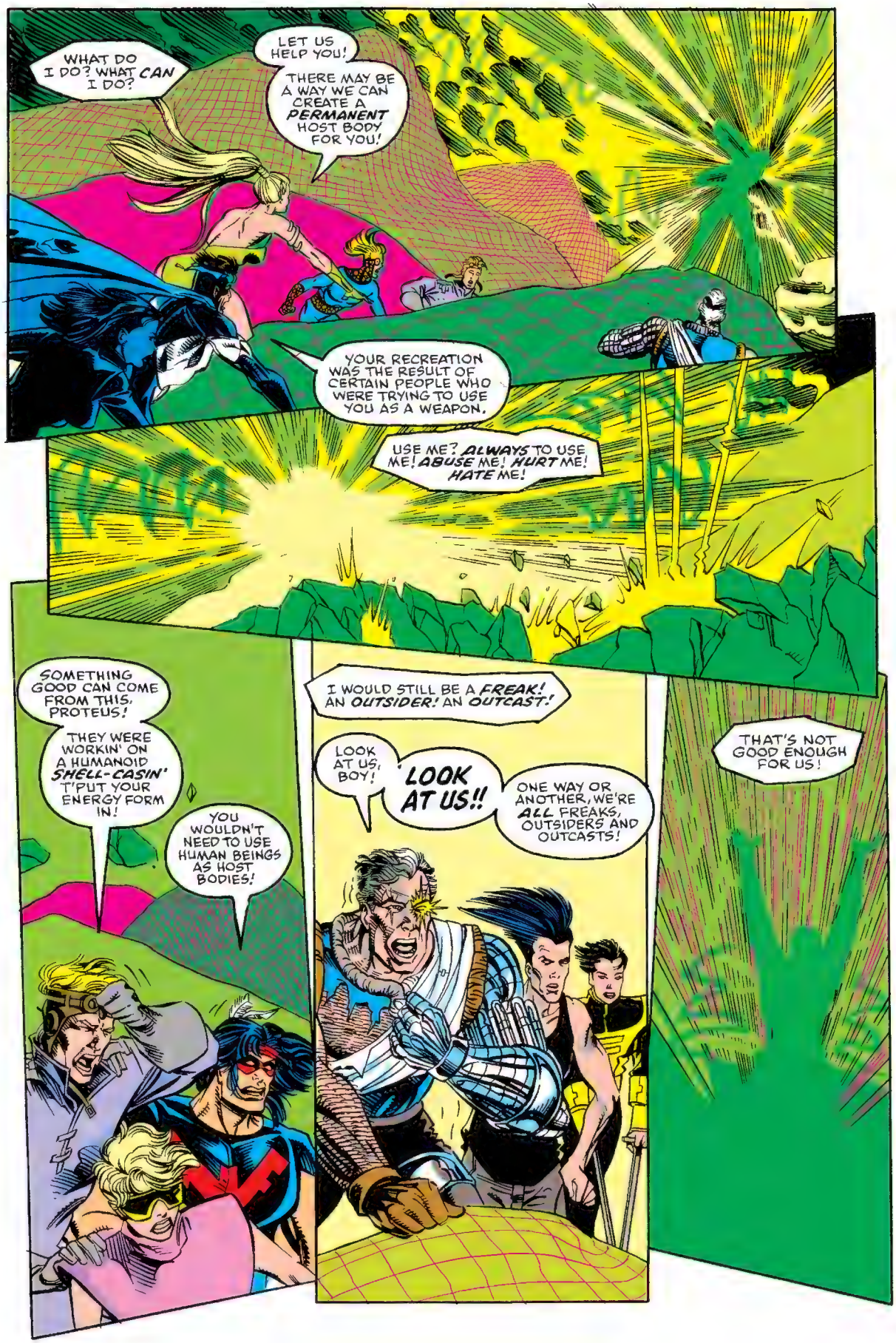

AND THIS COW--THIS ANIMAL--CALLED HARNESS--
--SHE TREATED GILBERT WITH NOTHING BUT EMOTIONAL AND PHYSICAL ABUSE!
WE KNOW WHAT WE'RE DOING--WE HATED OUR LIVES--WE WANT NO PART OF HUMANITY ANY MORE!
WE'RE BETTER THAN FLESH NOW, MOTHERS--AND WE TEAR ITS TRAPPINGS ASUNDER!
BE A PART OF SOMETHING BETTER, KEVIN!
OCH! I'VE PRAYED F'R YOUR HAPPINESS, LAD!
JUST LEAVE US OUT OF IT!
BUT, MOTHERS, I WISH TO SHARE MY HAPPINESS WITH THE WORLD--AS YOU SHARED YOUR PAIN WITH ME!
AND WHAT BETTER WAY TO DO THAT THAN IN SHARING WITH YOU THE JOYS OF NOTHINGNESS!

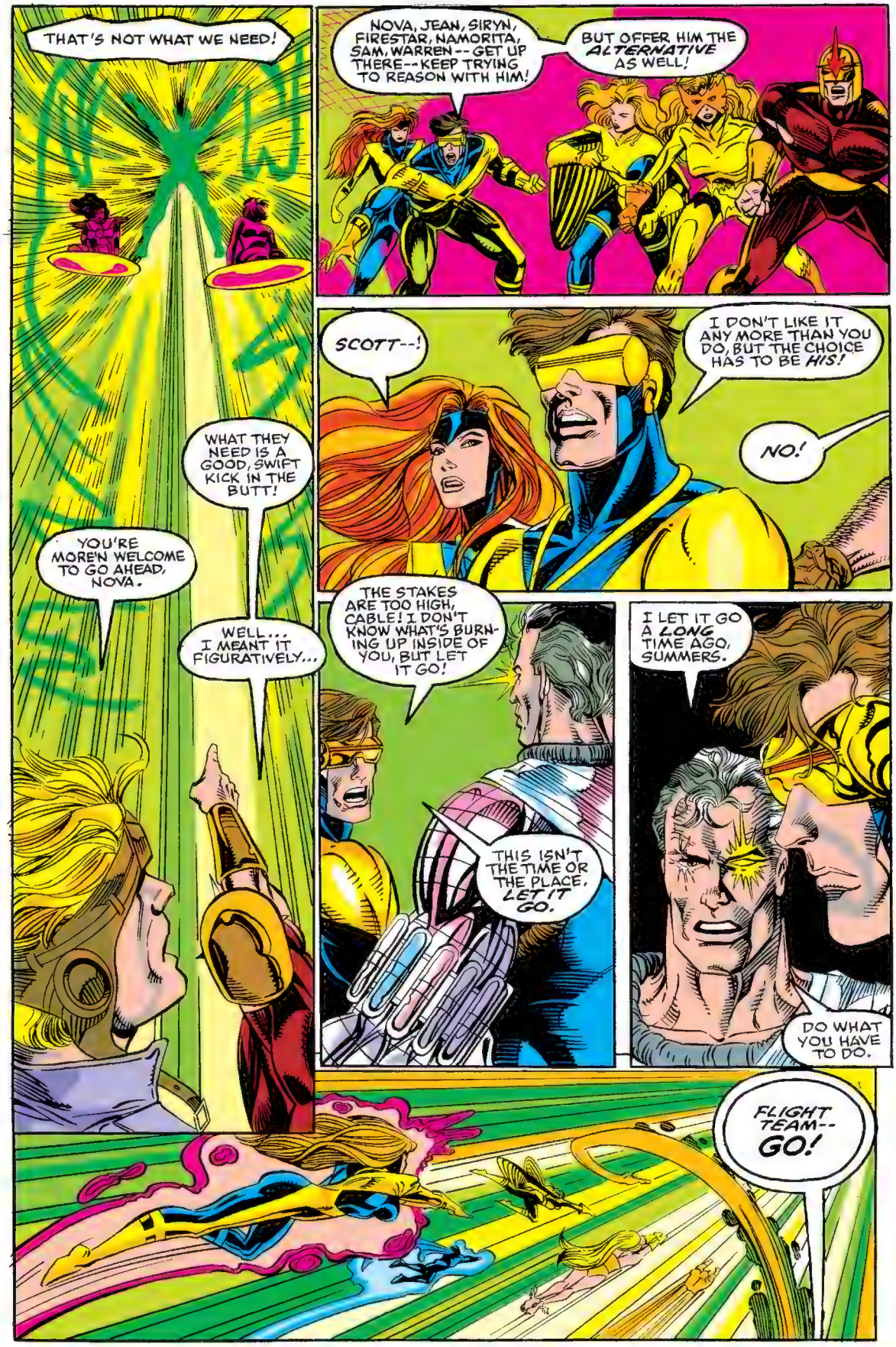

OTHERWHERE...
HOW COULD YOU EVEN CONSIDER IT!
WE CAN'T DO THAT!
IT MAKES SENSE!
WHAT CHOICE DO WE HAVE?
EVERYONE PLEASE--I FULLY UNDERSTAND THE RAMIFICATIONS OF WHAT I'M SUGGESTING--
--AND OF COURSE, WE SHOULD DISCUSS WHAT OUR COURSE OF ACTION SHOULD BE...
I DON'T KNOW IF I LIKE THIS, SCOTTY.
OUR JOB IS TO SAVE MUTANTS, NOT DESTROY THEM!
WE DO WHAT WE HAVE TO DO!
MUTANT OR NOT--THIS THING IS SIMPLY TOO POWERFUL TO GET INTO AN ETHICAL DISCUSSION OVER!
THAT CAN'T BE THE ANSWER, DOMINO.
IF THERE'S A CHANCE T'HELP PROTEUS, WE SHOULD--THINK OF ALL THE GOOD THINGS HE CAN DO FOR THE PLANET!
LET'S NOT BE RIDICULOUS HERE, PEOPLE!
WE'RE DEALING WITH TWO ARRESTED PERSONALITIES WHICH HAVE BEEN ABUSED SINCE CHILD-HOOD!
WHAT ARE WE GOING TO DO--HELP THEM "COME AROUND" TO A DECENT WAY OF THINKING?
WE WAITED FOR YOU, WARREN.
WE HELPED YOU "COME AROUND."

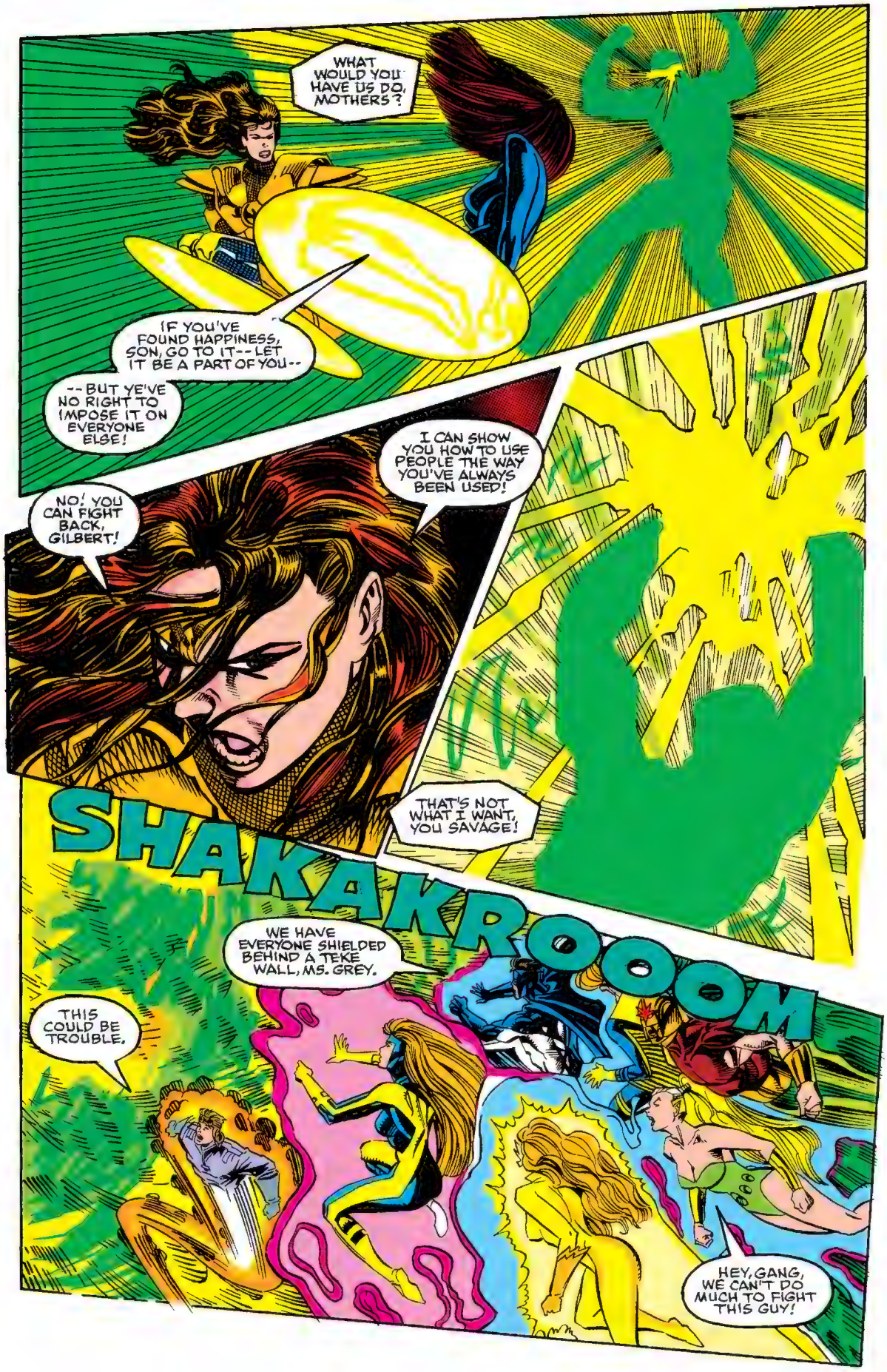

I'VE FELT THOSE PAINS TOO--THE LONELINESS, THE THOUGHT THAT THERE'S NO ONE AROUND WHO LOVES YOU.
MANY OF US HAVE, TO ONE EXTENT OR ANOTHER, MY OWN FATHER--
FEKT!
ENOUGH OF THIS BABBLE! WHAT DIFFERENCE HOW OUR FOE IS DEFEATED--THE ENDS ARE WHAT MATTERS, NOT THE MEANS!
I GOTTA AGREE WITH SHATTYBUNS.
GEEZ, WE'VE ALL PRETTY MUCH LED MISERABLE LIVES!
WHY SHOULD PROTEUS GET SPECIAL CONSIDERATION IF HE CAN'T HANDLE THE HAND HE'S BEEN DEALT?
THE VERY FACT THAT WE HAVE BEEN THROUGH IT SHOULD ALLOW US SOME MEASURE OF COMPASSION.
WE SHOULD BE TRYING TO HELP PROTEUS.
I AGREE WITH GREY.
YOU AGREE WITH THE OPEN HAND APPROACH?
I UNDERSTOOD YOUR PREFERRED ADAGE HAS ALWAYS BEEN, "IN ORDER TO SAVE THE VILLAGE, WE HAD TO BURN IT!"


YOU DON'T KNOW ANYTHING ABOUT ME, McCOY.
LEAVE IT AT THAT.
COME TO THINK OF IT, GANG, THIS IS REALLY STIMULATING CONVERSATION AND ALL, BUT...
...EVEN IF WE DECIDE WHAT TO DO, HOW THE HECK ARE WE GONNA GET OUTTA HERE?
HMMM.
SHFLYEENK

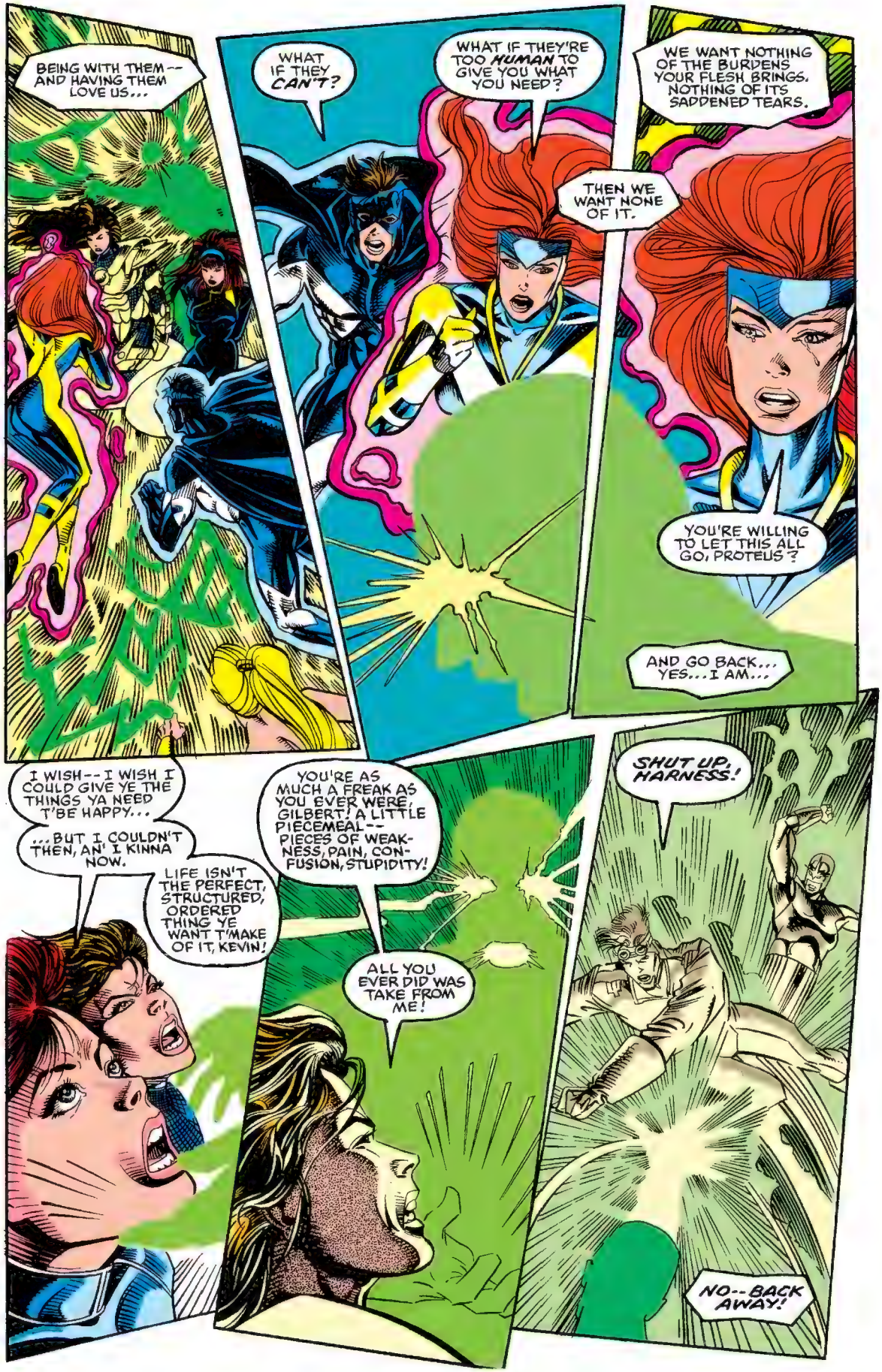

YOU HAVE FELT WHAT WE FELT.
SEEN WHAT WE'VE SEEN.
WHAT HAVE YOU LEARNED?
ACTUALLY, WE'RE HAVING A MAJOR DIFFERENCE OF OPINION.
WE FIND OURSELVES WITH TWO WAYS TO ADDRESS THIS SITUATION.
OH, DO YOU NOW?
WE FIND THAT RATHER AMUSING...
...SINCE WE ARE IN CONTROL HERE!
OF COURSE YOU ARE--WE'RE TRYING TO HELP YOU MAKE THE RIGHT CHOICES--FOR YOURSELF AND HUMANITY.
KEVIN--GILBERT--WE KNOW YOU'VE BEEN TREATED UNFAIRLY IN LIFE--
--BUT THERE MUST BE ANOTHER WAY TO SOLVE YOUR DILEMMA!
HOW?
HOW!?!
DO I REJOIN HUMANITY--MOVING FROM HOST BODY TO HOST BODY--BURNING AWAY THE FACADE OF FLESH YOU ALL HOLD SO DEAR?


WHAT DO I DO? WHAT CAN I DO?
LET US HELP YOU!
THERE MAY BE A WAY WE CAN CREATE A PERMANENT HOST BODY FOR YOU!
YOUR RECREATION WAS THE RESULT OF CERTAIN PEOPLE WHO WERE TRYING TO USE YOU AS A WEAPON.
USE ME? ALWAYS TO USE ME! ABUSE ME! HURT ME! HATE ME!
SOMETHING GOOD CAN COME FROM THIS, PROTEUS!
THEY WERE WORKIN' ON A HUMANOID SHELL-CASIN' T'PUT YOUR ENERGY FORM IN!
YOU WOULDN'T NEED TO USE HUMAN BEINGS AS HOST BODIES!
I WOULD STILL BE A FREAK! AN OUTSIDER! AN OUTCAST!
LOOK AT US, BOY!
LOOK AT US!!
ONE WAY OR ANOTHER, WE'RE ALL FREAKS, OUTSIDERS AND OUTCASTS!
THAT'S NOT GOOD ENOUGH FOR US!

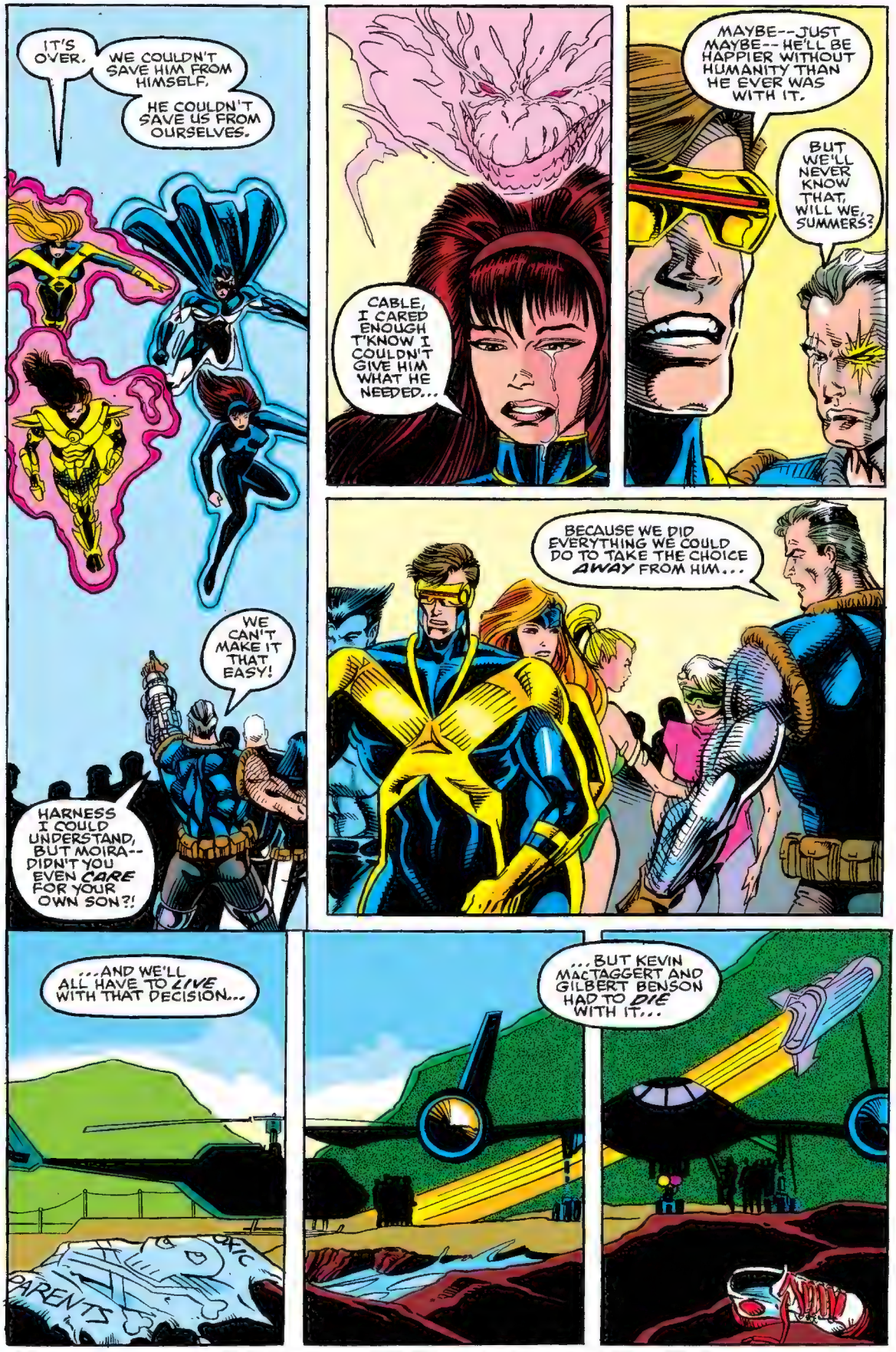

THAT'S NOT WHAT WE NEED!
NOVA, JEAN, SIRYN, FIRESTAR, NAMORITA, SAM, WARREN -- GET UP THERE -- KEEP TRYING TO REASON WITH HIM!
BUT OFFER HIM THE ALTERNATIVE AS WELL!
SCOTT--!
I DON'T LIKE IT ANY MORE THAN YOU DO, BUT THE CHOICE HAS TO BE HIS!
NO!
WHAT THEY NEED IS A GOOD, SWIFT KICK IN THE BUTT!
YOU'RE MORE'N WELCOME TO GO AHEAD, NOVA.
WELL... I MEANT IT FIGURATIVELY...
THE STAKES ARE TOO HIGH, CABLE! I DON'T KNOW WHAT'S BURNING UP INSIDE OF YOU, BUT LET IT GO!
THIS ISN'T THE TIME OR THE PLACE, LET IT GO.
I LET IT GO A LONG TIME AGO, SUMMERS.
DO WHAT YOU HAVE TO DO.
FLIGHT TEAM-- GO!


WHAT WOULD YOU HAVE US DO, MOTHERS?
IF YOU'VE FOUND HAPPINESS, SON, GO TO IT--LET IT BE A PART OF YOU--
--BUT YE'VE NO RIGHT TO IMPOSE IT ON EVERYONE ELSE!
I CAN SHOW YOU HOW TO USE PEOPLE THE WAY YOU'VE ALWAYS BEEN USED!
NO! YOU CAN FIGHT BACK, GILBERT!
THAT'S NOT WHAT I WANT, YOU SAVAGE!
SHAKAKROOOOM
WE HAVE EVERYONE SHIELDED BEHIND A TEKE WALL, MS. GREY.
THIS COULD BE TROUBLE.
HEY, GANG, WE CAN'T DO MUCH TO FIGHT THIS GUY!


KILL THEM ALL, GILBERT!
KILL THEM ALL !!
I-- I CAN'T!
I ONCE SAID I WISHED YE COULD FIND A PEACE IN DEATH YE NEVER HAD IN LIFE, KEVIN--
--AND YE DID, SON! LET GO O' THIS WORLD!
THRAKAKPROOM
IT LOOKS LIKE EVERY-THING'S JUST ABOUT HIT THE FAN!
WHAT ARE YOU GOING TO DO, PROTEUS?
WHAT'S IT GOING TO TAKE TO MAKE YOU HAPPY?
AND WE MAY HAVE TO HIT BACK!
THINGS ARE REVERTING TO NORMAL AT THE SAME RATE THEY HAD ORIGINALLY CHANGED!
BEING NORMAL.


BEING WITH THEM -- AND HAVING THEM LOVE US...
WHAT IF THEY CAN'T?
WHAT IF THEY'RE TOO HUMAN TO GIVE YOU WHAT YOU NEED?
WE WANT NOTHING OF THE BURDENS YOUR FLESH BRINGS. NOTHING OF ITS SADDENED TEARS.
THEN WE WANT NONE OF IT.
YOU'RE WILLING TO LET THIS ALL GO, PROTEUS?
AND GO BACK... YES... I AM...
I WISH -- I WISH I COULD GIVE YE THE THINGS YA NEED T'BE HAPPY...
...BUT I COULDN'T THEN, AN' I KINNA NOW.
LIFE ISN'T THE PERFECT, STRUCTURED, ORDERED THING YE WANT T'MAKE OF IT, KEVIN!
YOU'RE AS MUCH A FREAK AS YOU EVER WERE, GILBERT! A LITTLE PIECEMEAL -- PIECES OF WEAKNESS, PAIN, CONFUSION, STUPIDITY!
ALL YOU EVER DID WAS TAKE FROM ME!
SHUT UP, HARNESS!
NO -- BACK AWAY!


WE UNDERSTAND NOW-- NO MATTER HOW MUCH WE WANTED THIS LIFE TO BE RIGHT FOR US --
--IT NEVER WILL BE...
THERE IS TOO MUCH THAT WE NEED, WHICH YOU CANNOT PROVIDE US...
THERE IS TOO MUCH WE DEMAND OF REALITY, WHICH IT CAN NEVER-- SHOULD NEVER-- BE REQUIRED TO FULFILL.
WE'LL NEVER BE HAPPY IN YOUR WORLD, YOUR WORLD WILL NEVER BE HAPPY IN OURS.
LIKE SO LITTLE ELSE IN OUR LIVES HAS EVER BEEN, THAT MUCH IS VERY CLEAR TO US.
GOOD-BYE, MOTHERS-- WE LEAVE THIS WORLD THE WAY WE FOUND IT...
...FOREVER FLAWED...
...AND WE CHOOSE TO GO...
...SOMEPLACE BETTER...
YOW!! EVERYTHIN'S BACK TO NORMAL-- NO MATTER HOW CRUDDY THAT MAY BE.
NO! NO!!
ZZZ


IT'S OVER.
WE COULDN'T SAVE HIM FROM HIMSELF.
HE COULDN'T SAVE US FROM OURSELVES.
WE CAN'T MAKE IT THAT EASY!
HARNESS I COULD UNDERSTAND, BUT MOIRA-- DIDN'T YOU EVEN CARE FOR YOUR OWN SON?!
CABLE, I CARED ENOUGH T'KNOW I COULDN'T GIVE HIM WHAT HE NEEDED...
MAYBE--JUST MAYBE-- HE'LL BE HAPPIER WITHOUT HUMANITY THAN HE EVER WAS WITH IT.
BUT WE'LL NEVER KNOW THAT, WILL WE, SUMMERS?
BECAUSE WE DID EVERYTHING WE COULD DO TO TAKE THE CHOICE AWAY FROM HIM...
...AND WE'LL ALL HAVE TO LIVE WITH THAT DECISION...
PARENTS
...BUT KEVIN MACTAGGERT AND GILBERT BENSON HAD TO DIE WITH IT...


MANATTAN.
--MUTANT TASK FORCE KNOWN AS X-FACTOR TURNED OVER A WOMAN NAMED ERIKA BENSON, ALIAS HARNESS, TO THE SCOTS AUTHORITIES--
--CHARGING HER WITH THE INSURRECTION WHICH LED TO THE STRANGE EVENTS IN EDINBURGH TODAY--
WILL SHE TALK?
DOUBTFUL. SHE WILL TAKE THE FALL. EVENTUALLY, WE WILL RELEASE HER FROM JAIL.
BESIDES, ERIKA BENSON HAS A YOUNG DAUGHTER CURRENTLY IN OUR CARE. A SECOND MUTANT CHILD.
BY CONTROLLING THE CHILD, WE CONTROL THE ONLY MEANS THE MOTHER HAS OF ATTAINING THE POWER SHE CRAVES.
AND WHAT ARE THE DAUGHTER'S META-BILITIES?
WHO KNOWS? SHE'S ONLY SEVEN YEARS OLD!
BUT THERE IS PLENTY OF TIME TO PREPARE HER, ISN'T THERE?
PLENTY OF TIME TO DEVELOP THE CHILD FOR OUR OWN PURPOSES...
...THERE WILL ALWAYS BE TIME AND PEOPLE APLENTY TO MANIPULATE...


VAIL, COLORADO.
IT IS A DRAW.
ARE YOU SURE?
POSITIVE. THE GAME IS INCONCLUSIVE. IN ALL WAYS, THEN.
I HAD WANTED A.I.M. TO MASS-PRODUCE PROTEUS AS THE ULTIMATE TOOL IN MY CONTROL OF THIS PLANET'S ECONOMIC STRUCTURE...
...YOU SOUGHT TO INGRATIATE HIS TORTURED PSYCHE--AND FORMIDABLE POWERS--TO PARTICIPATE IN YOUR MUTANT BROTHERHOOD.
IT WAS A GOOD GAMBIT FOR US BOTH, WASN'T IT, GIDEON?
INDEED, MY DEAR TOAD, AND THERE'S ALWAYS TOMORROW, AFTER ALL.
TO THE KINGS OF LIFE, THE KINGS OF DEATH, AND EVERYTHING IN BETWEEN...
TO THE KINGS OF PAIN.
THE END



FABIAN NICIEZA
WRITER

STEVEN BUTLER
PENCILER

JOE RUBINSTEIN
INKER

JOE ROSEN
LETTERER

MIKE THOMAS
COLORIST

BOB HARRAS
SERVED WITH MINTJELLY

PYRO, MY LIL' FLAMIN' BUDDY--

--LET'S KICK SOME BUTT!!

÷NNFF÷

THE PHYSICIST IS DEAD-- THE TIME FOR HOLDING BACK IS DONE--ATTACK TO THE DEATH!

ELOQUENT AS ALWAYS, MATE.

FWRRRSHH

AAA!

LISTEN TO THEM, SIROCCO--LISTEN TO THEIR FUTILE GASPING OF AIR!

A SLOW *HONORABLE* DEATH IS NO LESS THAN THEY DESERVE, AMINEDI.

NNMM

YOU MAY BE RIGHT, ARAB--

KRUMMPP

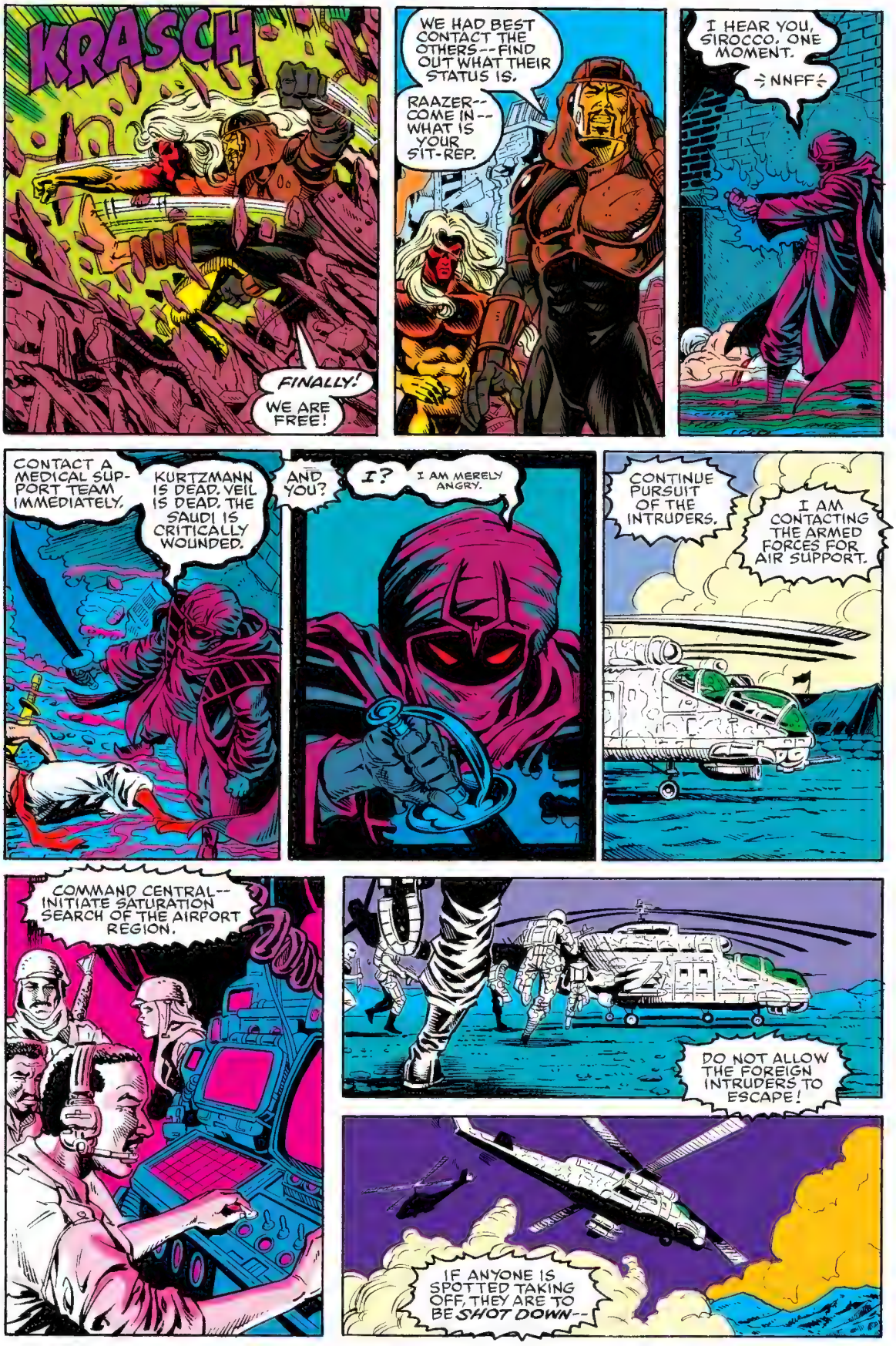
HE FIGHTS BACK!

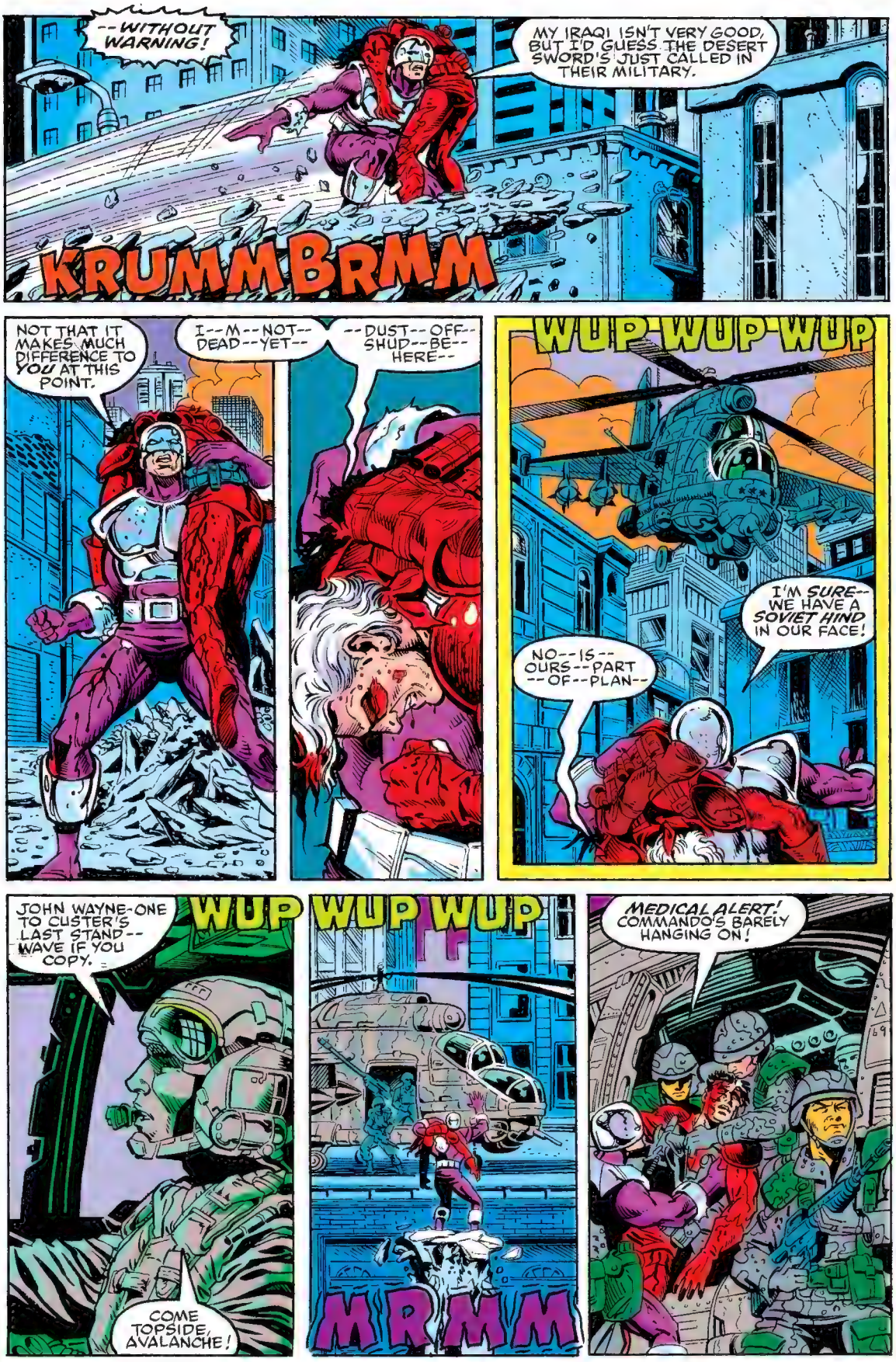
HOW? HE WAS AT DEATH'S DOOR!

BRMM

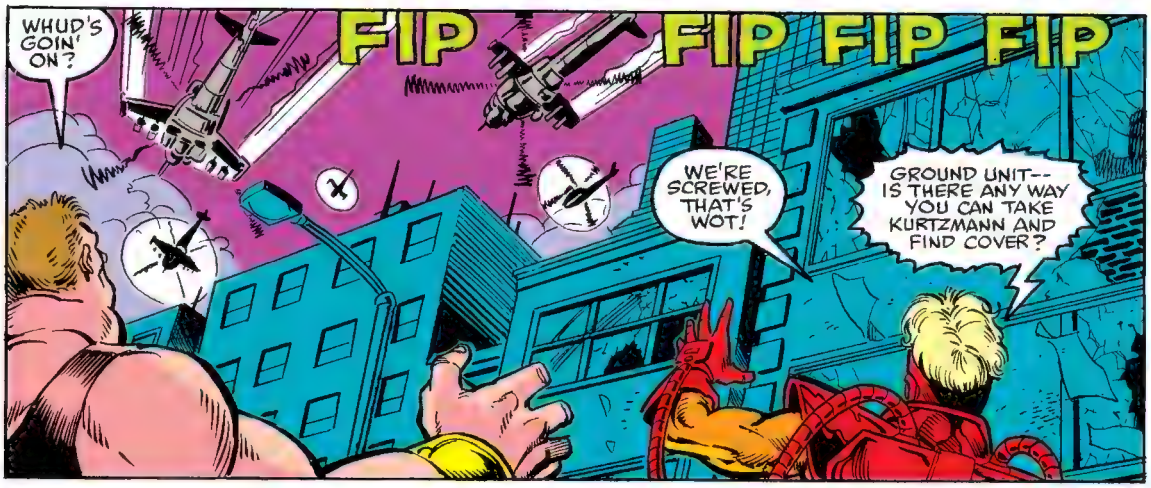

--AND IT WAS OPEN AS WELL-- BUT IT IS A DOOR I WILL NOT BE GOING THROUGH THIS DAY.
A--A--VA-- LANSH--
COMMANDO? YOU'RE STILL ALIVE?
HEL--HELP--ME--
DON'-- DON'-- LEAVE--ME--
MRMM

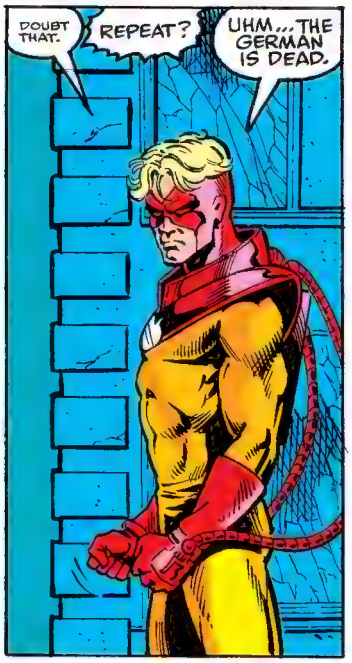

AAAH--CLOTHES--ON FIRE--
--CAN'T SEE--
--TOO MUCH SMOKE--MIST--
BLACK RAAZER?
ARABIAN KNIGHT?
SOMEONE?
PEEKABOO, DARLIN'.
N--NO--
BARBECUED BABE, COMIN' UP.
FWRRSHSH
YAAAGH!
FUN TIME'S OVER, BOYS!
THWOOMP
KRAK
STUCK THESE SUCKERS IN DEEP, DIDN'TCHA?
ARRRHH
HERE--YA CAN HAVE 'EM BACK!
CHUNK
CHUNK
LET'S GET OUTTA HERE BEFORE I BLEED T'DEATH!
OR EVEN SOONER, BLOBSIE.

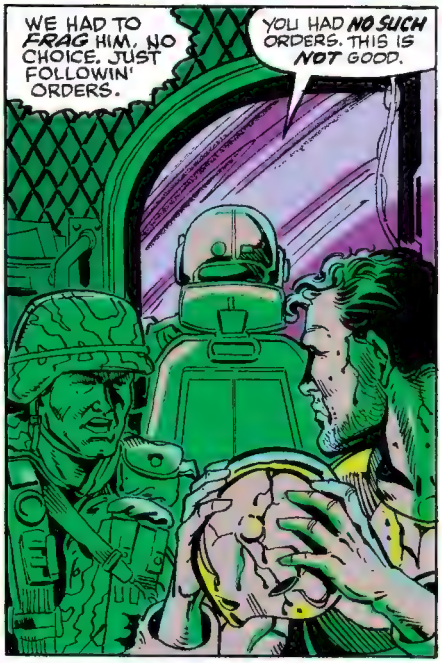

KRASCH
FINALLY! WE ARE FREE!
WE HAD BEST CONTACT THE OTHERS--FIND OUT WHAT THEIR STATUS IS.
RAAZER--COME IN--WHAT IS YOUR SIT-REP.
I HEAR YOU, SIROCCO. ONE MOMENT.
÷NNFF÷
CONTACT A MEDICAL SUPPORT TEAM IMMEDIATELY.
KURTZMANN IS DEAD. VEIL IS DEAD. THE SAUDI IS CRITICALLY WOUNDED.
AND YOU?
I?
I AM MERELY ANGRY.
CONTINUE PURSUIT OF THE INTRUDERS.
I AM CONTACTING THE ARMED FORCES FOR AIR SUPPORT.
COMMAND CENTRAL--INITIATE SATURATION SEARCH OF THE AIRPORT REGION.
DO NOT ALLOW THE FOREIGN INTRUDERS TO ESCAPE!
IF ANYONE IS SPOTTED TAKING OFF, THEY ARE TO BE SHOT DOWN--


--WITHOUT WARNING!
MY IRAQI ISN'T VERY GOOD, BUT I'D GUESS THE DESERT SWORD'S JUST CALLED IN THEIR MILITARY.
KRUMM BRMM
NOT THAT IT MAKES MUCH DIFFERENCE TO YOU AT THIS POINT.
I--M--NOT--DEAD--YET--
--DUST--OFF--SHUD--BE--HERE--
WUP WUP WUP
I'M SURE--WE HAVE A SOVIET HIND IN OUR FACE!
NO--IS--OURS--PART--OF--PLAN--
JOHN WAYNE-ONE TO CUSTER'S LAST STAND--WAVE IF YOU COPY.
WUP
COME TOPSIDE, AVALANCHE!
WUP WUP
MRMM
MEDICAL ALERT! COMMANDO'S BARELY HANGING ON!


WHERE ARE THE OTHERS?
DON'T KNOW.
OUR RADIO-COMMS WERE RUINED IN COMBAT.
JOHN WAYNE--ONE TO CUSTER'S LAST STAND--YOU COPY?
OH, I HEAR YA--WHERE THE BLOODY FIG ARE YOU?
WE'RE AIRBORNE, PYRO--GIVE US A LOCATION, FIX.
WELL, HOW IN BLOODY $#@! AM I SUPPOSED T'KNOW?
WE'RE RUNNIN' IN SOME BACKALLEYS AN' THEY AIN'T ON MY FODOR'S GUIDE, 'OY?!
THE BLOBBER'S BEEN TURNED INTO A PIN-CUSHION AN' I'M OUTTA PATIENCE!
GET US OUT OF HERE NOW!!
THAT'S A TEMPORARY NEGATIVE.
COME AGAIN?
WHUDHESAY?
WE HAVE TOO MUCH COMPANY TOPSIDE. MAINTAIN YOUR CURRENT POSITION TILL THINGS CLEAR UP A BIT.


WHUD'S GOIN' ON?
FIP FIP FIP FIP
WE'RE SCREWED, THAT'S WOT!
GROUND UNIT-- IS THERE ANY WAY YOU CAN TAKE KURTZMANN AND FIND COVER?


DOUBT THAT.
REPEAT?
UHM... THE GERMAN IS DEAD.

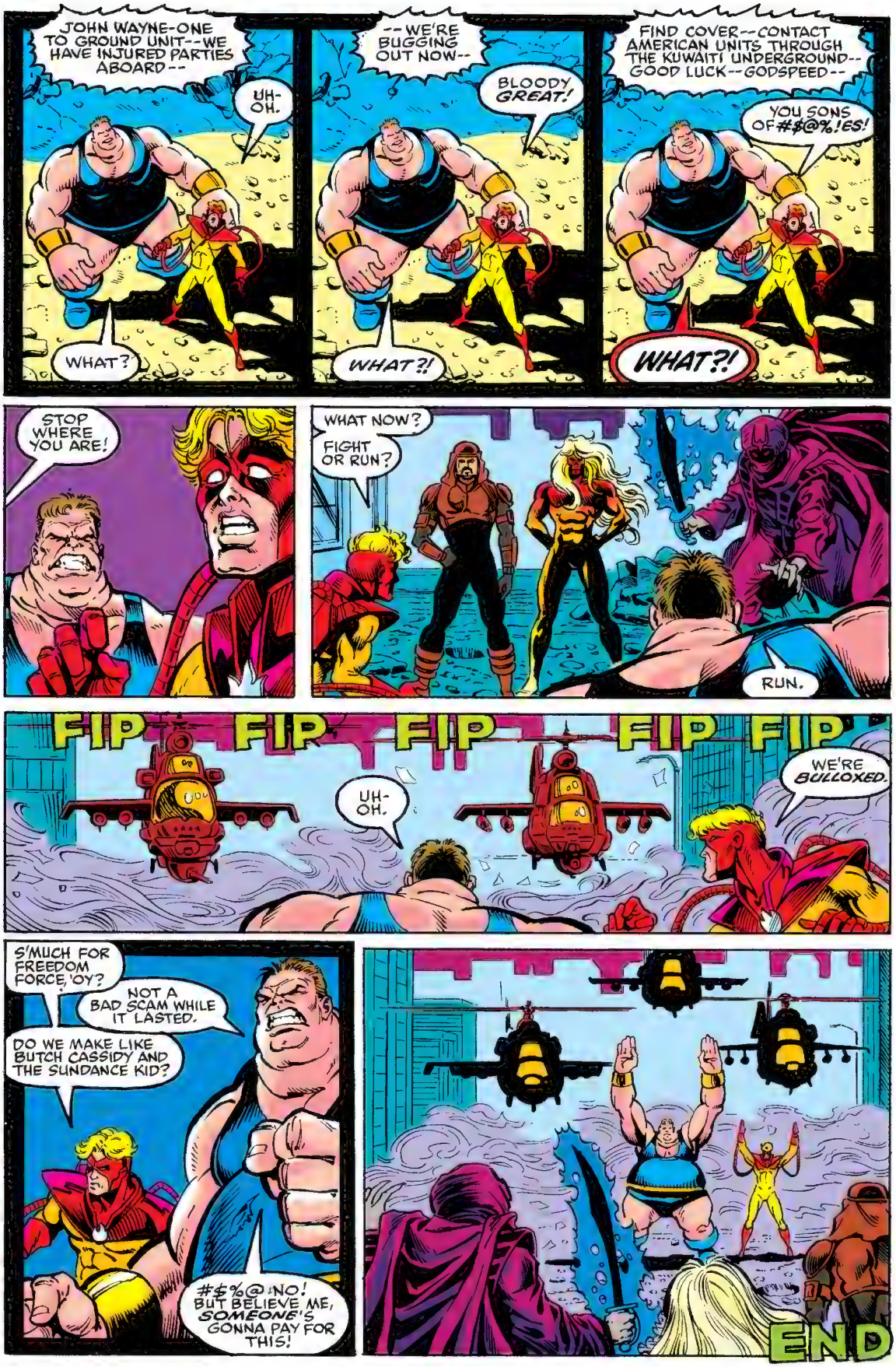

WE HAD TO FRAG HIM. NO CHOICE. JUST FOLLOWIN' ORDERS.
YOU HAD NO SUCH ORDERS. THIS IS NOT GOOD.


COMMANDO DOESN'T HAVE MUCH TIME LEFT -- AND THEY DON'T EVEN HAVE THE PHYSICIST WITH THEM!
WAGERS


SIR, THE LONGER WE WAIT BEFORE GETTING HIM SOME MAJOR MEDICAL ATTENTION--
--THE LESS LIKELY IT IS HE'LL SURVIVE.
AVALANCHE-- WHAT SHOULD WE DO?


THEY'RE NOT WORTH IT. BUG OUT NOW.


WUP WUP WUP


JOHN WAYNE-ONE TO GROUND UNIT--WE HAVE INJURED PARTIES ABOARD--
UH-OH.
WHAT?
--WE'RE BUGGING OUT NOW--
BLOODY GREAT!
WHAT?!
FIND COVER--CONTACT AMERICAN UNITS THROUGH THE KUWAITI UNDERGROUND--GOOD LUCK--GODSPEED--
YOU SONS OF#$@%!ES!
WHAT?!
STOP WHERE YOU ARE!
WHAT NOW?
FIGHT OR RUN?
RUN.
FIP FIP FIP FIP FIP
UH-OH.
WE'RE BULLOXED.
S'MUCH FOR FREEDOM FORCE, 'OY?
NOT A BAD SCAM WHILE IT LASTED.
DO WE MAKE LIKE BUTCH CASSIDY AND THE SUNDANCE KID?
#$%@! NO! BUT BELIEVE ME, SOMEONE'S GONNA PAY FOR THIS!
END


MARVEL COMICS
TM
© 1991 MARVEL ENT GROUP INC
$1.00 US
$1.25 CAN
65
APR
02145
APPROVED BY THE COMICS CODE
AUTHORITY
X-FACTOR
BONUS FEATURE!
THE APOCALYPSE FILES!
THE END GAME BEGINS


Enable...
X-FACTOR evaluation sequence, challenge level 10
Participating personnel: CYCLOPS, MARVEL GIRL, BEAST, ICEMAN, ARCHANGEL...
TIKKA TAKKA TIKKA TAKKA TIK TIK BREEP!
VERY TRICKY, FEARLESS LEADER.
FIGURE ON GIVING US A RUN FOR OUR MONEY?
SOMETHING LIKE THAT.
THE SOUL OF LOQUACIOUSNESS, AS EVER.
ONE OF YOUR MORE ENDEARING QUALITIES, SCOTT, DID YOU KNOW?
THE LIGHTS!
CAN THE SNAPPY PATTER, BEAST.
THERE'S AN EMERGENCY PACK ON THE WALL TO YOUR IMMEDIATE RIGHT. WE HAVE TO DETERMINE WHETHER THIS IS A LOCALIZED POWER FAILURE, OR SOMETHING THAT AFFECTS THE ENTIRE SHIP!
YOUR CONCERN IS DEEPLY APPRECIATED, CYCLOPS, BUT QUITE UNNECESSARY.
EVERYTHING'S BACK ON-LINE.
NO OBVIOUS DATA LOSS ON ANY OF THE ACTIVE DISPLAYS.
WHAT HAPPENED, SHIP?
AS BEST I CAN DETERMINE, THE FUNCTIONAL EQUIVALENT IN ME OF A HICCOUGH.
AND THE CAUSE?
UNDETERMINED AT THIS JUNCTURE. I AM INITIATING A TOTAL SYSTEMS DIAGNOSTIC REVIEW.
PROBABLY NOTHING, SCOTT.
I'LL BELIEVE THAT, HANK, WHEN I KNOW FOR SURE.
KEEP ME POSTED, SHIP, WOULD YOU PLEASE?
BUT OF COURSE.
A>Access denied
A>Access denied
A>Access denied
Override code accepted
A>Loading observational sub-routine
A>RUN

ENDGAME PART I: MALIGN INFLUENCES

WE'VE NO IDEA WHERE **LILA CHENEY** TELEPORTED THE **X-MEN,*** OR WHEN SHE'LL EVER BRING THEM BACK. HER MAN, **GUIDO,** SAID IT WAS TO RESCUE **PROFESSOR X.** IF SO, I WISH THEM LUCK.

WE COULD GO AFTER THEM IN SHIP, BUT GIVEN RECENT EVENTS I DON'T THINK THAT'S A VIABLE OPTION.

THE SITUATION HERE AT HOME IS TOO GRIM. IT'S UP TO US TO LOOK AFTER THINGS UNTIL THE X-MEN RETURN. IF THE X-MEN RETURN.

BUT TO DO THAT, AND COME OUT OF IT WHOLE, WE HAVE TO BE AT OUR ABSOLUTE **BEST.**

AS INDIVIDUALS AND A *TEAM!*

THAT'S YOUR CUE, SHIP! TAKE YOUR BEST SHOT!

IF YOU INSIST, CYCLOPS.

JUST REMEMBER, MY FRIENDS, **YOU** ASKED FOR THIS.

YOW!

LIKE **HECK** WE DID!

HAVE A LITTLE **MERCY,** SHIP! WHAT'RE YOU, PLAYING FOR **KEEPS!**

MERELY FOLLOWING CYCLOPS' DIRECTIVES, BOBBY. IS THAT A PROBLEM?

*SEE THE END SCENES OF X-MEN #'S 273 & 274. --BOB

A **STAN LEE** PRESENTATION, STARRING **X-FACTOR**

KVETCH KVETCH KVETCH!

MY DEAR ROBERT, CONSIDER THIS BUT ANOTHER SNAP-HAPPY SESSION IN OUR BELOVED **DANGER ROOM,** ONLY SHIP-STYLE!

IN POINT OF FACT OLD CHUM...

...IT'S REALLY NO LESS THAN WE CAN EXPECT FROM LEGITIMATE FOES.

LESS TALKING, TROOPS.

LET'S GET DOWN TO BUSINESS.

INDEED, MUTANT, LET US DO **PRECISELY** THAT.

BY NATURE, TRAINING, AND EXPERIENCE, **CYCLOPS** IS X-FACTOR'S **LEADER.**

HIS PRIMARY ABILITY IS THE PROJECTION OF **OPTIC FORCE BLASTS,** WHICH FIRE WHENEVER HE OPENS HIS EYES. THEY CANNOT OTHERWISE BE CONTROLLED OR INHIBITED, SAVE BY SPECIAL GLASSES--OR THAT VISOR--CRAFTED OF **RUBY QUARTZ.**

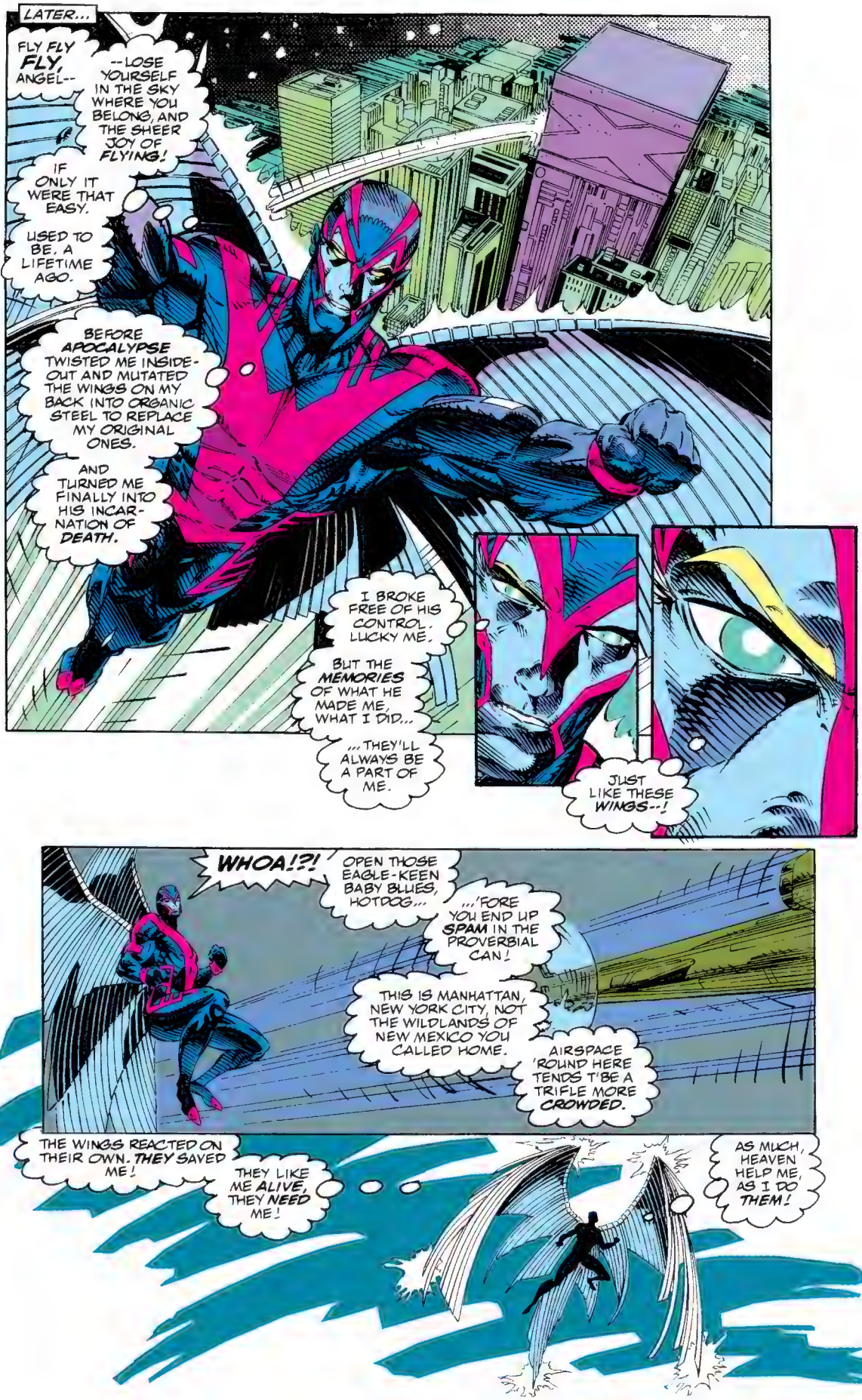
JIM LEE & WHILCE PORTACIO PLOT *CHRIS CLAREMONT* SCRIPT *WHILCE PORTACIO* PENCILER
ART THIBERT INKER *MICHAEL HEISLER* LETTERER *STEVE BUCCELLATO* COLORIST
BOB HARRAS EDITOR *TOM DEFALCO* EDITOR IN CHIEF

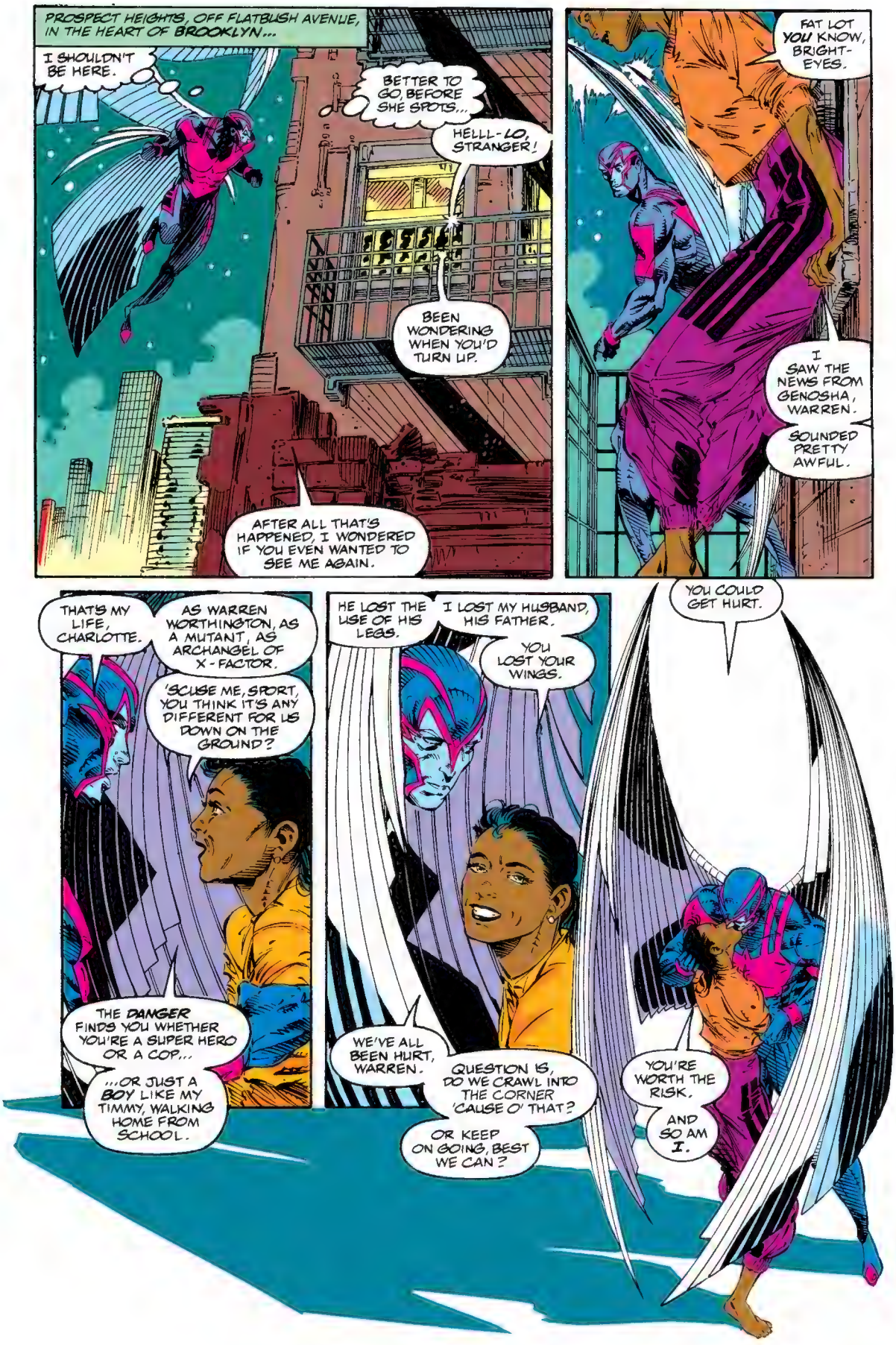

EXCELLENT ANALYSIS, FOXBAT.
SO LOSE THE SPECS, HE DON'T DARE CRACK HIS PEEPERS, ELSE HE MIGHT FLASH A PAL.
AN' IT'S LINE-OF-SIGHT TARGETING, YAH?
MAKES HIM VULNERABLE FROM ANY OTHER DIRECTION.
THE BEAST HAS PHYSICAL STRENGTH...
...TO MATCH HIS EXTRAORDINARY ACROBATIC AGILITY.
HE ALSO POSSESSES CONSIDERABLE INTELLECT, THE "BRAINS" OF THE TEAM.
HOW WOULD YOU DEAL WITH HIM, GAUNTLET?
DISTANCE.
RIFLE OR MINI-MISSILES.
NAIL FROM BEYOND HIS REACH.
ARCHANGEL. TUSK, YOUR ASSESSMENT.
BIG WINGS
NEED SPACE TO MANEUVER
AIR TO PROVIDE LIFT
CATCH HIM, TANGLE HIM TIGHT, CAGE THE PRETTY FLIER.


JEAN GREY.
A BROKEN PSI, WHOSE HIGH-ORDER TELEKINETIC ABILITIES MORE THAN MAKE UP...
...FOR THE RECENT LOSS OF HER TELEPATHY.
A GIRL!?!
GIMME A BREAK!
FIND THE RIGHT WAY TA SAY, "BOO!".
...SHE'LL FOLD.
GUARANTEED. ABSOLOOTLY!
CONFIDENCE IS A VIRTUE, PSYNAPSE.
OVERCONFIDENCE, QUITE SOMETHING ELSE.
ICEMAN.
POSSESSING THE POWER TO MANIFEST AND MANIPULATE ALL FORMS OF ICE.
BARRAGE, HE'S YOURS.
YOUNG. AND COCKY. REMINISCENT OF PSYNAPSE.
BREAK HIS SLIDE TO GROUND HIM.
THEN COUNTER ICE WITH RAW HEAT TO FINISH THE JOB.
SHIP'S DEFENSES--
--REACTING TO MY INTRUDER PROGRAM!
TRYING TO CAST ME OUT!
SEVER THE LINK, HARD-DRIVE.
YOU HAVE DONE YOUR WORK WELL.
WE HAVE SEEN MORE THAN SUFFICIENT FOR OUR NEEDS.


THOSE ARE YOUR PRIMARY FOES.
UNIMPRESSED.
MINIMAL THREAT.
EASY MEAT.
MANY HAVE ECHOED SUCH SENTIMENTS, GAUNTLET.
TO THEIR REGRET.
YOU WOULD DO WELL NOT TO UNDERESTIMATE THEM.
HOWEVER, THEY ARE NOT YOUR TARGET...
...BUT INSTEAD THE SHIP THEY CALL BOTH HOME AND FRIEND--
--WHO MUST BE TAUGHT, ONCE AND FOR ALL, THE FINAL, TERRIBLE FATE OF THOSE WHO DARE BETRAY...
APOCALYPSE!
LEXCORP


END SEQUENCE, SHIP.
REALLY IMPRESSIVE, PEOPLE. UTTERLY OUTSTANDING.
PREPARE TEAM AND INDIVIDUAL COMMENTARIES FOR LATER REVIEW.
AM I MISSING SOMETHING, OR AREN'T WE SUPPOSED TO BE WORKING TOGETHER?
THIS WAS AN EXERCISE, PAL!
WHICH MEANS, ICEMAN, WE DON'T HAVE TO TAKE THINGS SERIOUSLY?
YOU'VE MADE YOUR POINT.
ROBERT-- RELAX!
THE HECK I WILL!
THIS ISN'T THE ARMY, CYKE, AND WE'RE NOT RAW RECRUITS!
WE KNOW WHAT TO DO! SLOPPY AND SMART-ALECK WE MAY SEEM -- IN TRAINING --
--BUT WHEN THE CHIPS ARE DOWN, WE COME THROUGH! WE ALWAYS HAVE!
MAYBE WE'VE BEEN LUCKY.
OR MAYBE OTHERS HAVE PAID THE PRICE.
YES, WE'RE GOOD, BOBBY. BUT IF WE'D BEEN BETTER...
...MAYBE SOME OF THE DEATHS WE'VE SEEN COULD'VE BEEN AVOIDED.


LATER...
FLY FLY FLY, ANGEL--
--LOSE YOURSELF IN THE SKY WHERE YOU BELONG, AND THE SHEER JOY OF FLYING!
IF ONLY IT WERE THAT EASY.
USED TO BE, A LIFETIME AGO.
BEFORE APOCALYPSE TWISTED ME INSIDE-OUT AND MUTATED THE WINGS ON MY BACK INTO ORGANIC STEEL TO REPLACE MY ORIGINAL ONES.
AND TURNED ME FINALLY INTO HIS INCARNATION OF DEATH.
I BROKE FREE OF HIS CONTROL. LUCKY ME.
BUT THE MEMORIES OF WHAT HE MADE ME, WHAT I DID...
...THEY'LL ALWAYS BE A PART OF ME.
JUST LIKE THESE WINGS--!
WHOA!?!
OPEN THOSE EAGLE-KEEN BABY BLUES, HOTDOG...
...'FORE YOU END UP SPAM IN THE PROVERBIAL CAN!
THIS IS MANHATTAN, NEW YORK CITY, NOT THE WILDLANDS OF NEW MEXICO YOU CALLED HOME.
AIRSPACE 'ROUND HERE TENDS T'BE A TRIFLE MORE CROWDED.
THE WINGS REACTED ON THEIR OWN. THEY SAVED ME!
THEY LIKE ME ALIVE, THEY NEED ME!
AS MUCH, HEAVEN HELP ME, AS I DO THEM!


PROSPECT HEIGHTS, OFF FLATBUSH AVENUE, IN THE HEART OF BROOKLYN...
I SHOULDN'T BE HERE.
BETTER TO GO, BEFORE SHE SPOTS...
HELLL-LO, STRANGER!
BEEN WONDERING WHEN YOU'D TURN UP.
AFTER ALL THAT'S HAPPENED, I WONDERED IF YOU EVEN WANTED TO SEE ME AGAIN.
FAT LOT YOU KNOW, BRIGHT-EYES.
I SAW THE NEWS FROM GENOSHA, WARREN.
SOUNDED PRETTY AWFUL.
THAT'S MY LIFE, CHARLOTTE.
AS WARREN WORTHINGTON, AS A MUTANT, AS ARCHANGEL OF X-FACTOR.
'SCUSE ME, SPORT, YOU THINK IT'S ANY DIFFERENT FOR US DOWN ON THE GROUND?
THE DANGER FINDS YOU WHETHER YOU'RE A SUPER HERO OR A COP...
...OR JUST A BOY LIKE MY TIMMY, WALKING HOME FROM SCHOOL.
HE LOST THE USE OF HIS LEGS.
I LOST MY HUSBAND, HIS FATHER.
YOU LOST YOUR WINGS.
WE'VE ALL BEEN HURT, WARREN.
QUESTION IS, DO WE CRAWL INTO THE CORNER 'CAUSE O' THAT?
OR KEEP ON GOING, BEST WE CAN?
YOU COULD GET HURT.
YOU'RE WORTH THE RISK.
AND SO AM I.

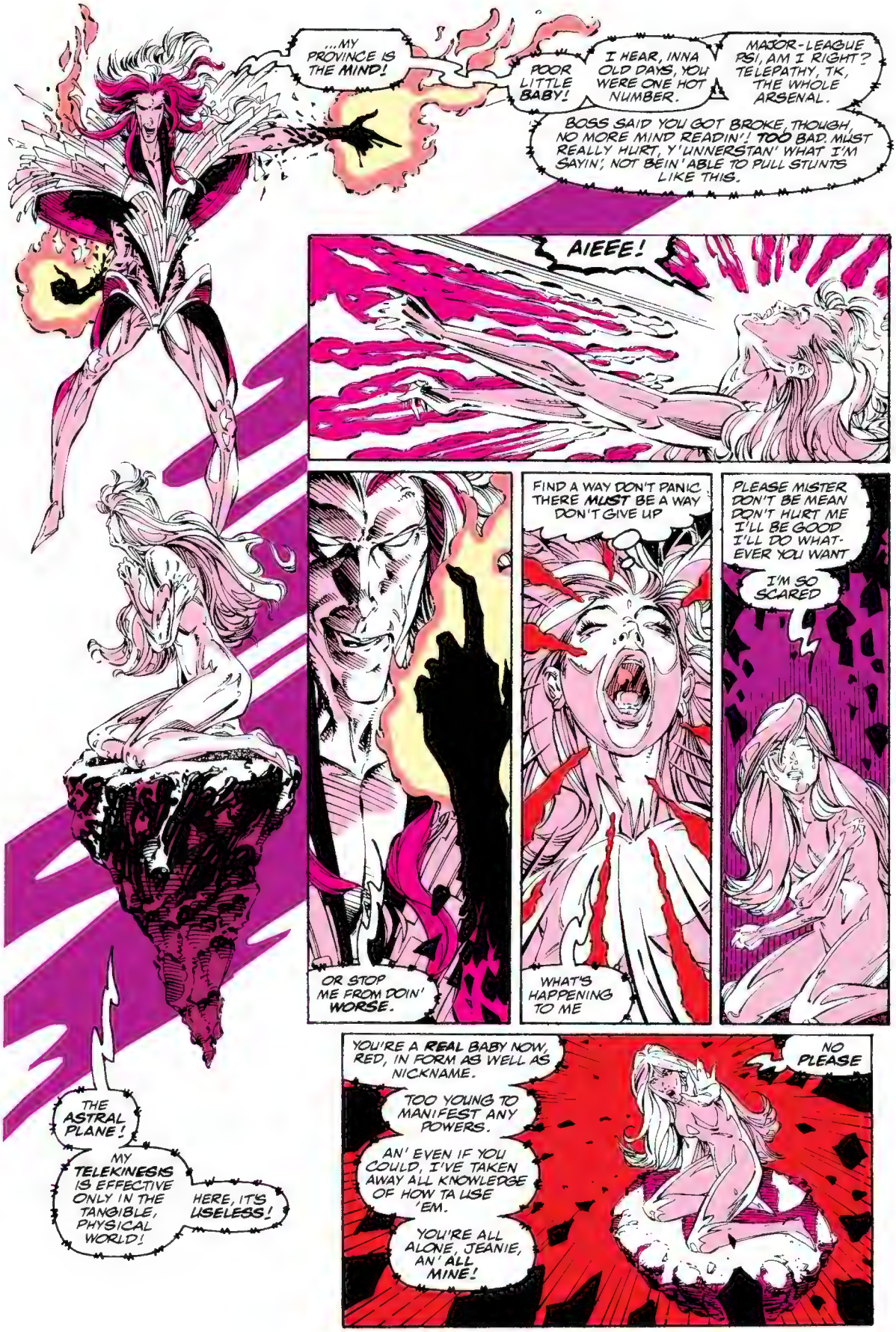

THE SHIP...
YOU WERE HARD ON THEM, SCOTT.
I DON'T WANT ANY MORE TOMBSTONES, JEAN, ANY MORE THUNDERBIRDS, CYPHERS, OR WARLOCKS.
NOT FOR THE NEW MUTANTS, NOT FOR THE X-MEN, NOT FOR US.
I KEEP THINKING BACK TO THE OLD DAYS, WHEN WE FOUGHT "TERRORS" LIKE UNUS THE UNTOUCHABLE AND GROTESK AND THE VANISHER.
NOW--IT'S APOCALYPSE, GENOSHA, MASTER MOLD, REAVERS AND MARAUDERS. THE LIST SEEMS ENDLESS.
THE BETTER WE GET, THE BETTER THEY GET.
THE STAKES KEEP GOING UP, JEAN, AND WITH THEM, THE COST OF LOSING, AND SOMETIMES, OF WINNING.
WE CAN'T AFFORD A MISTAKE.
BUT WE'LL MAKE THEM REGARDLESS, WE'RE ONLY HUMAN.
LEXCORP
TRY TELLING THEM THAT.
MOSTLY, THEY THINK MUTANT MEANS BUG-EYED MONSTER.
THEY FEAR, SO THEY HATE. AND NO MATTER HOW HARD WE TRY, OR WHAT GOOD WE DO--!
THAT ISN'T TRUE, NOT ALTOGETHER.
AND THOSE CAREFREE, HAPPY-GO-LUCKY DAYS YOU REMEMBER SO FONDLY...
...BEGAN WITH US BATTLING MAGNETO...
...AND, NOT SO LONG AFTERWARDS, ALMOST LOSING OUR LIVES AGAINST THE FIRST GENERATION OF SENTINELS.
OUR EXISTENCE--AS X-MEN AND X-FACTOR--HAS NEVER BEEN THAT EASY.
BUT NOW, AS THEN, PROFESSOR XAVIER'S DREAM IS WORTH THE PRICE.
MAKING THIS WORLD A PLACE WHERE ALL ITS CHILDREN ARE ACCEPTED AS ONE.
TRUST ME, MISTER, BELIEVE ME, THE FIGHT WE WAGE, THE GOOD WE DO...
...IT MAKES A DIFFERENCE!


〈 KONICHI-WA, O BEAUTEOUS RAPTURE OF MY MOST UNWORTHY HEART.〉
WHASSAMATTA FO YOU, WHITE BOY, TALKIN' LIKE YOUSE JUST GOT OFFA THE BOAT FROM THE OLD COUNTRY?
GIDOUDAHERE!
HEY, GIMME A BREAK, OPAL!
I'VE BEEN PRACTICING ALL WEEK!
AND SINCE WHEN, DO I ASK, DID YOU START TALKING BROOKLYN?!
EVERYONE SHOULD LEARN A FOREIGN LANGUAGE, BOBBY.
IT BROADENS THE MIND.
I'M FROM LONG ISLAND, SWEETHEART.
ENGLISH IS HARD ENOUGH ALL BY ITSELF.
SO, ARE YOU FREE FOR LUNCH OR WHAT?
AFTER SO CHARMING AN INVITATION...
...HOW CAN I REFUSE?
SEE YOU IN AN HOUR, RICK!
UNLESS WE'RE ATTACKED BY ALIENS...
...AND SHE GETS KIDNAPED TO THE FAR SIDE OF THE COSMOS!
YOU'RE KIDDING, RIGHT, ICEMAN?
ACTUALLY, THAT SEEMS TO HAPPEN TO US X-FOLKS ALL THE TIME.
YOU'RE NOT KIDDING?
DON'T BE SCARED, OPAL. I'D BE THERE TO RESCUE YOU. ANYTIME. ANYWHERE. NO MATTER WHAT.
I KNOW.
AND I'M GLAD.
TOWER RECORDS


MEMO TO SELF:
...ON THE NECESSITY FOR PROVIDING A MORE EFFICIENT MEANS OF DRYING MYSELF AFTER MY DAILY ABLUTIONS.
FUR MAY BE CUTE, AND THERMALLY USEFUL, BUT IN SOME RESPECTS IT'S A ROYAL PAIN!
MEMO TO SCOTT:
...PRELIMINARY RESULTS OF SHIP'S INTERNAL DIAGNOSTICS REVEAL NO ANOMALIES. PROCEDURE ONGOING.
...RANKING OFFICERS AT CENTRAL COMMAND REFUSE TO SPECULATE...
TRISH TILBY
SAUDI ARABIA
...ON THE POSSIBLE USE OF SO-CALLED ENHANCED POWER BEINGS AS STRATEGIC OR TACTICAL ASSETS IN THE CURRENT CRISIS.
AS WITH NUCLEAR, CHEMICAL AND BIOLOGICAL WEAPONRY, THIS IS AN AREA WHICH ALL CONCERNED APPEAR EXTREMELY RELUCTANT TO GET INTO, A PANDORA'S BOX NOBODY--INCLUDING, IT IS HOPED, THE OTHER SIDE--WANTS OPENED.
REPORTING FROM THE GULF FOR WARC-TV NEWS, THIS IS TRISH TILBY.
SMALL WONDER, HONEY.
IMAGINE WHAT SOMEBODY WITH THE POWER OF THOR, OR HAVOK, OR STORM COULD DO TO THOSE OIL FIELDS.
LEXEL DVD
IF FOLKS ARE NERVOUS ABOUT SUPER-BEINGS--ESPECIALLY MUTANTS--NOW...
...THINK HOW THEY'LL FEEL THEN?
I KNOW IT'S YOUR JOB, NEWSHOUND, BUT THAT'S A WAR BEING FOUGHT OUT THERE.
TRISH:
TRISH TILBY
TRISH TILBY • SAUDI ARAB • 1/24/91
TRISH
TRISH T.:
SO DO US BOTH A FAVOR, WILLYA...
...AND BE CAREFUL.


ADVICE THAT APPLIES AS WELL HERE AT HOME, AND FOR MUCH THE SAME REASONS...
TARGET ENABLED.
CLOAK FULLY OPERATIVE, VEHICLE MASKED FROM ALL FORMS OF PERCEPTION.
IN THE GROOVE, HARD-DRIVE, DOWN THE TUBE...
...SLIP-SLIDING OUR WAY TO GLORY!
CONTACT SEQUENCE INITIATED AND LOCKED.
IMPACT IMMINENT!
YOU ARE TRULY SUCH A TREAT, HARD-DRIVE.
WHAT OTHER ENTITY WOULD CHEER THE SUCCESSFUL EXECUTION OF A CRASH LANDING?
HOLD FAST, COMPEERS, IT'S SHOWTIME!
WHILE, ABOARD SHIP, IN BLISSFUL IGNORANCE OF WHAT APPROACHES...
GOT YOUR MEMO, HANK.
YOU BOTHERED TOO, FEARLESS?
NOTHING I CAN QUITE PUT MY FINGER ON, BUT YES, I AM.
CERTAINLY NO EMPIRIC RATIONALE. SYSTEMS STILL CHECK CLEAN.
AND SHIP HAS NO EXPLANATION-- WHAT THE DEVIL?!
NOT AGAIN!?!
WHANG!
SURFACE IMPACT...
...PROBABLE VIOLATION... HULL INTEGRITY...
RE-CIRCUIT YOUR LINKAGES, SHIP! HARDWIRE NETWORK EPSILON.
IT'S A NEW FIBER-OPTIC SYSTEM WE'VE BEEN INSTALLING...
...AS AN INDEPENDENT BACK UP TO SHIP'S MAIN GRID.
I DON'T CARE WHAT IT IS, AS LONG AS THE BLASTED THING WORKS!
I WANT A LOCATOR FIX ON THE INTRUDERS, SHIP-- NOW!


UNFORTUNATELY, WHEN YOU'RE DEALING WITH A VEHICLE WHOSE SIZE IS MEASURED IN CUBIC KILOMETERS, KNOWING WHERE TO GO IS IN MANY WAYS THE LEAST OF YOUR PROBLEMS...
AT LAST!
IT'S SOME KIND OF VEHICLE.
ACCESS YOUR MEMORY, SHIP, DO YOU RECOGNIZE IT?
RECALL BOBBY AND WARREN. AND ALERT JEAN TO OUR POSITION, SHE'S IN THE NURSERY WITH CHRISTOPHER.
SALUTATIONS, CITIZENS.
WE COME, NOT TO PRAISE X-FACTOR, BUT TO BURY IT!
LESS TALK, BARRAGE.
MORE ACTION!
APPRECIATE THE COURTESY, SPECS...
WHUA--?!
...O' TELLIN' US JUST WHAT WE NEED TO KNOW!
OH, JOY. MULTIPLE, MICRO-EXPLOSIVE PELLETS.
THAT GUN SPRAYS THEM LIKE MARBLES, SO MANY, SO FAST...
...THEY'RE ALMOST IMPOSSIBLE TO DODGE!
AT THAT MOMENT, ELSEWHERE IN THE VAST STARCRAFT...
ANOTHER PRESENCE!
SHIP, WHY DIDN'T YOU WARN ME?!
HE CAN'T.
POOR DOOMED TRAITOR TOY, HE'S AS BLIND TO ME...
...AS I AM DEADLY TO YOU!
I'M PSYNAPSE, SWEETIE...
...AND AS THE NAME IMPLIES...

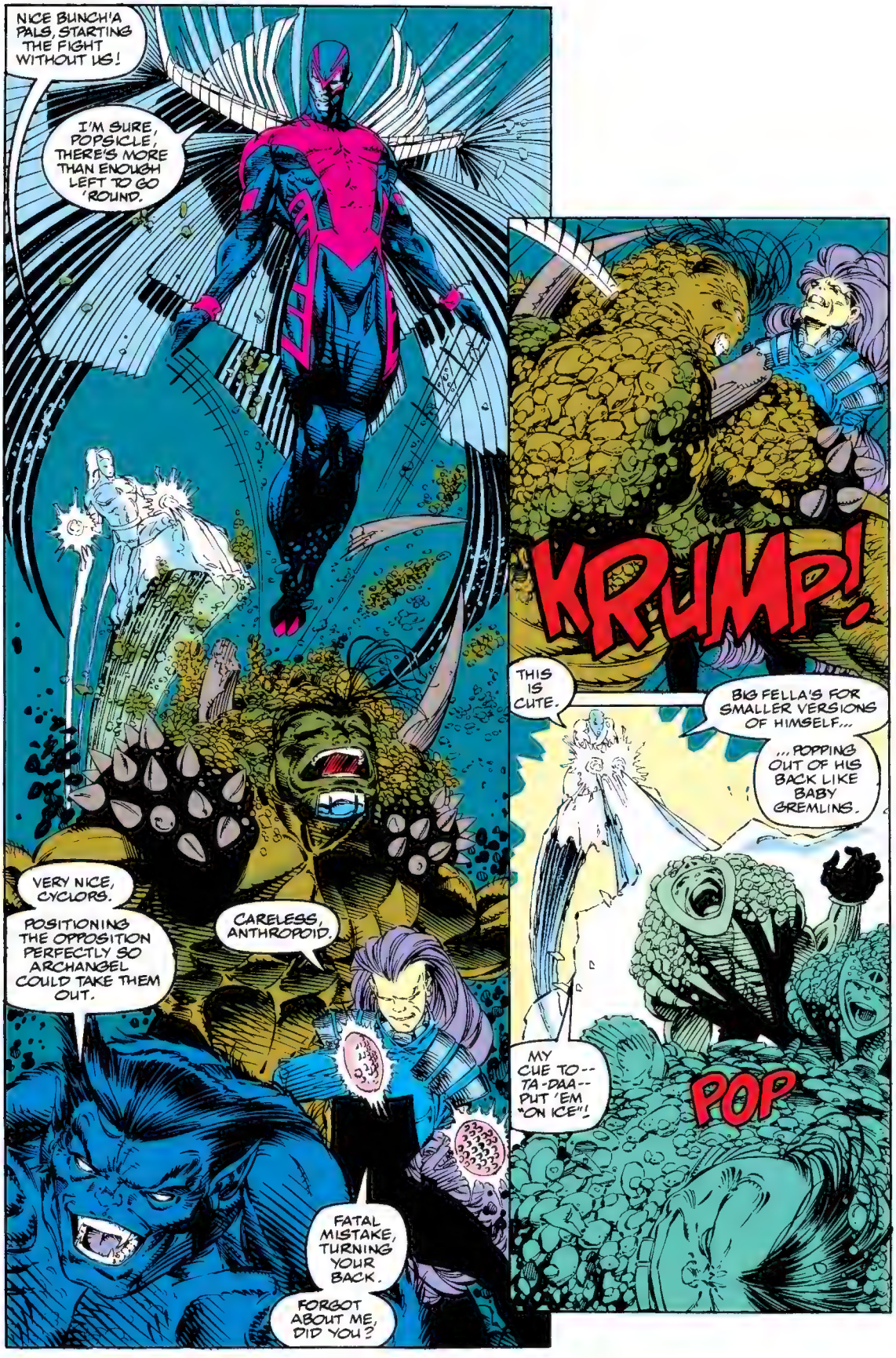

...MY PROVINCE IS THE MIND!
POOR LITTLE BABY!
I HEAR, INNA OLD DAYS, YOU WERE ONE HOT NUMBER.
MAJOR-LEAGUE PSI, AM I RIGHT? TELEPATHY, TK, THE WHOLE ARSENAL.
BOSS SAID YOU GOT BROKE, THOUGH, NO MORE MIND READIN'! TOO BAD. MUST REALLY HURT, Y'UNNERSTAN' WHAT I'M SAYIN', NOT BEIN' ABLE TO PULL STUNTS LIKE THIS.
AIEEE!
OR STOP ME FROM DOIN' WORSE.
FIND A WAY DON'T PANIC THERE MUST BE A WAY DON'T GIVE UP
WHAT'S HAPPENING TO ME
PLEASE MISTER DON'T BE MEAN DON'T HURT ME I'LL BE GOOD I'LL DO WHATEVER YOU WANT
I'M SO SCARED
THE ASTRAL PLANE!
MY TELEKINESIS IS EFFECTIVE ONLY IN THE TANGIBLE, PHYSICAL WORLD!
HERE, IT'S USELESS!
YOU'RE A REAL BABY NOW, RED, IN FORM AS WELL AS NICKNAME.
TOO YOUNG TO MANIFEST ANY POWERS.
AN' EVEN IF YOU COULD, I'VE TAKEN AWAY ALL KNOWLEDGE OF HOW TA USE 'EM.
YOU'RE ALL ALONE, JEANIE, AN' ALL MINE!
NO PLEASE


A CHILD AGAIN, PLAYING CATCH WITH HER BEST FRIEND.
AND THEN, ANNIE'S DYING, ALL BROKEN AND BLOODY.
AND SNAP, IMPOSSIBLY, JEAN'S INSIDE HER HEAD...
...SHARING THOUGHTS MEMORIES TERRORS...
...AS THE LIFELIGHT FADES...
NO!
NO!
NO!
NO!
NO!
...AND THEN, SNAP, IMPOSSIBLY, JEAN'S INSIDE ALL HER FRIENDS' HEADS...


SCOTT, WE'RE PSI-LINKED!
BUT HOW--?!
WORRY ABOUT IT LATER, BEAST.
FOR NOW, FOLLOW MY LEAD!
I NEED THE BIG BRUISER HARD AGAINST THE WALL!


BARRAGE, ALERT!
OPTIC BLAST!
VAMP!
FOUR-SURFACE DEFLECTION SHOT.
SUPERB!
UNNGNH!

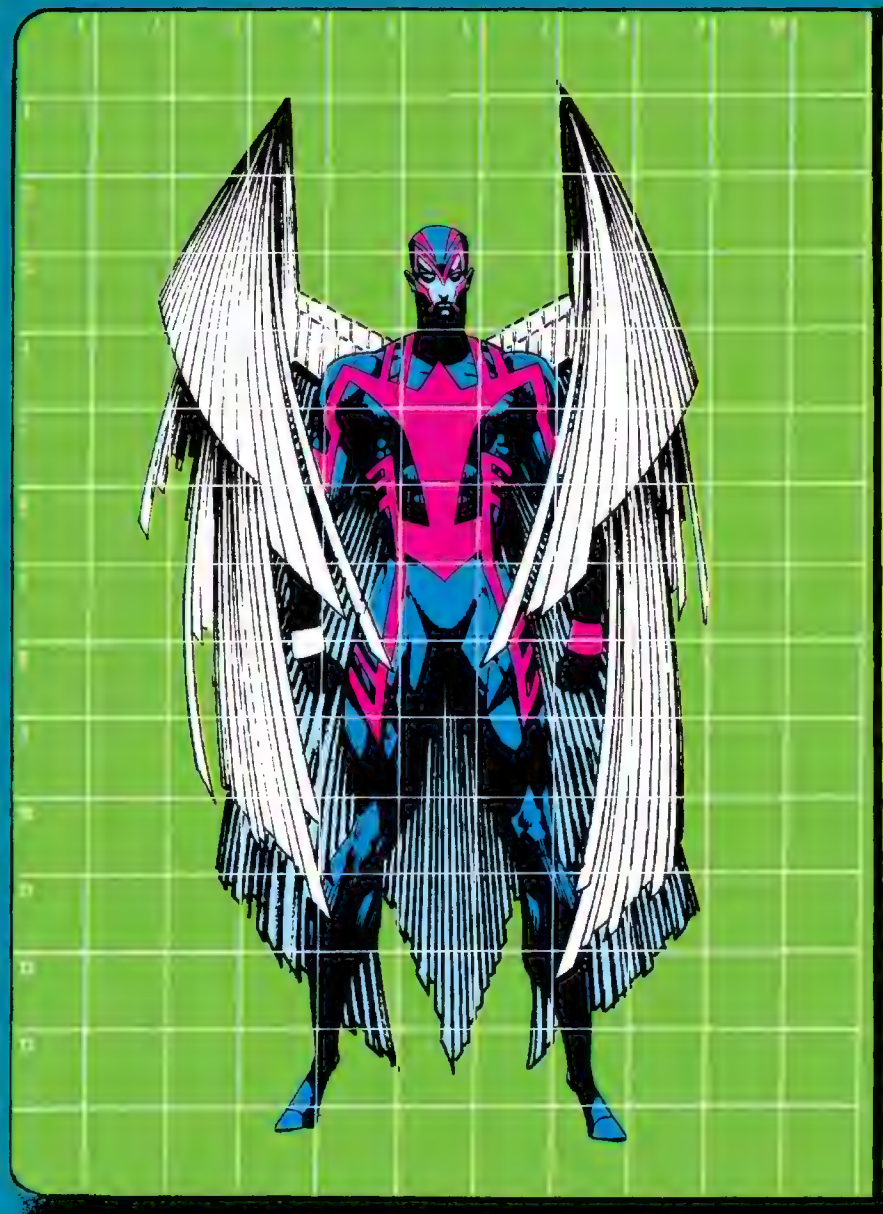

CONTRARY TO POPULAR FASHION...
...WOLVERINE ISN'T THE ONLY X-MAN...
...WHO'S THE BEST THERE IS AT WHAT HE DOES.
THERE I GO AGAIN, REFERRING TO US AS "X-MEN." I WONDER IF ANY OF THE OTHERS DO THAT?


NICE BUNCH'A PALS, STARTING THE FIGHT WITHOUT US!
I'M SURE, POPSICLE, THERE'S MORE THAN ENOUGH LEFT TO GO 'ROUND.
KRUMP!
THIS IS CUTE.
BIG FELLA'S FOR SMALLER VERSIONS OF HIMSELF...
...POPPING OUT OF HIS BACK LIKE BABY GREMLINS.
MY CUE TO-- TA-DAA-- PUT 'EM "ON ICE"!
POP
VERY NICE, CYCLORS.
POSITIONING THE OPPOSITION PERFECTLY SO ARCHANGEL COULD TAKE THEM OUT.
CARELESS, ANTHROPOID.
FATAL MISTAKE, TURNING YOUR BACK.
FORGOT ABOUT ME, DID YOU?


MEANWHILE...
OPEN ALL THOSE DOORWAYS, HONEY-BUNNY, SHOW ME ALL YOUR SECRETS.
I KNOW IT HURTS BUT HEY I GOT THE POWER AN' I'M A NOSY KIND'A GUY.
YOU GOT AN OBJECTION...
...SUE ME, KNOW WHAT I MEAN?
SO TELL ME, WHAT'S ALL THIS ABOUT A...
... OH, MY!?
I HEARD JEAN BEFORE, CYKE -- OVER A MINDLINK!
I KNOW, ARCHANGEL.
WE'LL GO FOR HER...
...AS SOON AS WE'VE FINISHED THE LAST OF THE OPPOSITION.
SO WHO ARE THESE CLOWNS? WHERE'D THEY COME FROM?? WHAT'S WITH THIS ATTACK???
ENTIRELY GERMANE AND PERTINENT QUESTIONS, ROBERT.
BEST DIRECTED, I SUSPECT, AT OUR FOE.
YOUR CALL, BUSTER.
EASY OR HARD? IN PEACE OR PIECES?


OH, MY STARS AND GARTERS--
HAVE I THAT INTIMIDATING A VISAGE?
--HE JUST FOLDED UP AND DROPPED?
A CUTE, CUDDLY CRITTER LIKE YOU, HANKSTER? PERISH THE THOUGHT.
JEAN! YOU'RE ALL RIGHT!
EXCEPT FOR A DEVIL OF A HEADACHE--
--WHICH, I THINK, IS NOTHING COMPARED TO WHAT PSYNAPSE WILL HAVE TO ENDURE WHEN HE WAKES--
--I'M RIGHT AS RAIN.
SORRY FOR TELEKINETICALLY SHUTTING GAUNTLET SO COMPLETELY DOWN, BUT HE HAS AN EXTRAORDINARY ARRAY OF LETHAL HARDWARE AND NO COMPUNCTIONS ABOUT USING IT.
EVEN IF IT MEANT SACRIFICING HIS OWN LIFE.
I COULDN'T TAKE THE RISK.
NO COMPLAINTS.
BUT HOW DID YOU KNOW HIS NAME AND CAPABILITIES?
I...
THAT'S STRANGE. I JUST... DID.
UH-OH!
HEADS UP, LEADER-MAN, CHECK THIS OUT!
THE ATTACK CRAFT-- CYCLOPS, LOOK!
OUR CELEBRATION, IT APPEARS, WAS A TRIFLE PREMATURE.


YOU'RE THE EINSTEIN OF THE TEAM, FURBALL--HOW 'BOUT AN EXPLANATION!
I PREFER TO PATTERN MYSELF AFTER DA VINCI, THANK YOU VERY MUCH.
BUT TO BE HONEST, IN THIS INSTANCE, I HAVEN'T A CLUE.
ARE THOSE THINGS BURROWING INTO THE SHIP?!
SHIP--STATUS REPORT!
SHIP, RESPOND AT ONCE!
WHAT'S YOUR SITUATION?!
GRAVE GRAVE GRAVE GRAVE, MUTANT...
...AND WORSENING BY THE MOMENT!
INFILTRATION INITIATED, LORD APOCALYPSE.
PROCEEDING WITH INFECTION OF PRIMARY CYBERNETIC CORE.
ALL TARGET'S STANDARD DEFENSIVE SYSTEMRY RENDERED INOPERATIVE, AND HIGHER ORDER COGNITIVE FUNCTIONS INHIBITED.
BARRING THE INTRODUCTION OF UNFORESEEN COUNTER-MEASURES...
...THE TRAITOR SHIP'S PROGNOSIS IS TERMINAL!
NEXT: X-FACTOR WAGES A LAST DITCH, VALIANT BATTLE TO SAVE THE LIFE OF THEIR FRIEND-- HEROIC EFFORT!
BUT FIRST, WE BREAK INTO THE COMPUTER FILES OF THE MASTER VILLAIN HIMSELF! TURN THE PAGE AND READ THE APOCALYPSE MANIFESTO!



Log Entry 13325.5

Warren Worthington III • ARCHANGEL

The birth spawn of my soul, if not my loins. It is I who have transformed this formerly narcissistic child-man into a tortured, confused, fierce warrior of fire and blood. I crafted his terrifying razor-sharp wings, I molded his spirit, I am responsible.

He is a thing of beauty, I must admit—and I admire him still, though he deigned me unfit to possess him. Then again, who could possess this angel of death?

Certainly not his friends. They fear him. They try to pretend he is the Warren they grew up with, played with, fought with, but inside, they know he is not.

Archangel is a mirror to the pain and tragedy of all mutants. The ferocity buried deep inside which cries to lash out. He is a complex combination of many conflicting desires—each in combat with the other. A veritable cornucopia of tectonic activity.

His body says slay, his soul says save. His heritage says help and his heart says destroy.

He represents the inherent mutant state of confusion, and he lashes out in anger at his oppressors, only feeling the pangs of guilt after the harm has been done.

How incredibly delicious!

It is a state from which he may never recover, for the yin and yang, the dark and light, are as integral a part of his make-up as his very name itself.

Archangel. Have mercy on his tortured soul. I laugh in delight at the turmoil I have wrought . . .

The Apocalypse Manifesto

Fabian Nicieza—Writer Whilce Portacio—Illustrator



Log Entry 13325.6

Scott Summers • CYCLOPS

He is the end of the beginning and the beginning of the end—something of which he has no awareness. Summers is the father-spawn of the Twelve, the archetype beings who will one day save or damn mutantkind. He is the spark that fans the flames of the ones who exist, and the ones yet-to-be-born.

I must be ever vigilant of Scott Summers for he is the most dangerous kind of adversary—the one not even slightly aware of the importance he plays in the scheme of things.

Summers, in keeping with his namesake, sees the world through "one-eye," a self-deluding vision of what is right and wrong. It is a simplistic, naive outlook, born both of his tutelage under Charles Xavier and his own desire for life to be neatly ordered and structured.

Yet, for all of his many faults, Summers is still the consummate leader, able to weigh with equal disposition, complicated battle strategies and moral value judgments. Ironic then, that his comrades always look to him for guidance and stability in all situations while he himself is the one least confident in his own abilities.

That insecurity is the key element to my eventual conquest of this mutant faction. It is the snag of cloth which I will eventually use to tear the tightly woven tapestry apart. My fingers are poised . . .



Log Entry 13325.7

Jean Grey • MARVEL GIRL

Mother and lover, sister and friend. How difficult must it be for Jean Grey to fulfill all of the roles expected of her? In her own mind in her own heart, she does not know who she is or how she should act. Torn between the responsibilities and pressures placed on her by the insecurities of the others, Jean has decided to be everything and nothing to them all!

Marvel "Girl" indeed! That a full-fledged woman in body and mind would continue to allow everyone to call her a girl is psychological testament enough to the divided loyalties which rend her soul.

She has been the weakest one, the strongest one, the sanest one, the craziest one. She has been the nurturer and the dependent. They want all of this from her and more.

Fascinating then, to see the evolution of both her personality (–ies?) and her mutagenic powers. Could she be the Phoenix-force again? Could she come to terms with her internal struggles and let free the terrible energies contained within her?

Would helping them come to the fore be a wise strategy or are my plans better served by keeping her meekly sublimated to a complex latticework of personal conflict?

A psychological game of chess it will be then. I shall play the part of the black king, she the white queen. A battlefield of a different sort. Let the pieces fall where they may . . .


MARVEL COMICS
CONTINUING THE APOCALYPSE FILES!
X-FACTOR
© 1991 MARVEL ENT GROUP, INC.
$1.00 US
$1.25 CAN
66
MAY
02145
APPROVED BY THE COMICS CODE
AUTHORITY
BEWARE THE WRATH OF APOCALYPSE
Whilce '90
-A.T.-


HUMBOLDT LANDING, ON THE HUDSON RIVER SHORE OF MANHATTAN ISLAND, HARD BY THE WORLD TRADE CENTER.
EVER SINCE ITS ARRIVAL, NEW YORKERS HAVE BEEN (UNDERSTANDABLY) NERVOUS ABOUT THE PRESENCE OF X-FACTOR'S GIANT, SENTIENT STARSHIP HEADQUARTERS, KNOWN ONLY AS SHIP.
THEY RESENTED THE HUGE SHADOW IT CAST, ITS UNEARTHLY ORIGIN...
...THE FACT THAT--LIKE AVENGERS' MANSION AND THE FANTASTIC FOUR'S FOUR FREEDOMS PLAZA--IT MIGHT, AT THE DROP OF A HAT, SERVE AS THE SITE OF SOME AWESOME BATTLE BETWEEN SUPER-HEROES AND VILLAINS.
THEY EVEN SPECULATED ABOUT THE POSSIBILITY IT MIGHT SOMEDAY, SOMEHOW TOPPLE OVER ON THEM.
BUT NEVER, IN THEIR WILDEST IMAGININGS--ESPECIALLY AFTER SO MUCH TIME THAT PEOPLE HAD GOTTEN USED TO ITS LOOMING PRESENCE--
--DID ANYONE CONCEIVE OF SHIP ACTUALLY ATTACKING THIS CITY IT HAD MADE ITS HOME.
I'M DEAD I'M DEAD I'M DEAD
NOT TODAY, MY FRIEND.
NOT SO LONG AS YOU'RE IN THE HANDS OF YOUR VERY OWN...

HEROIC EFFORT

A STAN LEE PRESENTATION, STARRING X-FACTOR

...GUARDIAN ARCHANGEL!

IS YOU TAKIN' ME TO HEAVEN? BUT YER ALL COLORED FUNNY AN' YER WINGS--THEY'S SCREAMIN'!

YER FROM THE OTHER PLACE, AIN'T 'CHA!

HELP ME SOMEBODY HELP ME HE'S COME T' CAST ME INTO THE BOTTOMLESS PIT OF ETERNAL TORMENT!

GIMME A BREAK!

EVEN IF THAT WERE TRUE, PAL, I DOUBT THERE'S ANYTHING THAT COULD BE DONE DOWN THERE...

...THAT'S WORSE THAN WHAT YOU'VE ALREADY DONE TO YOUR-SELF.

GOOD LORD, SHIP, WHAT'S HAPPENED TO YOU--

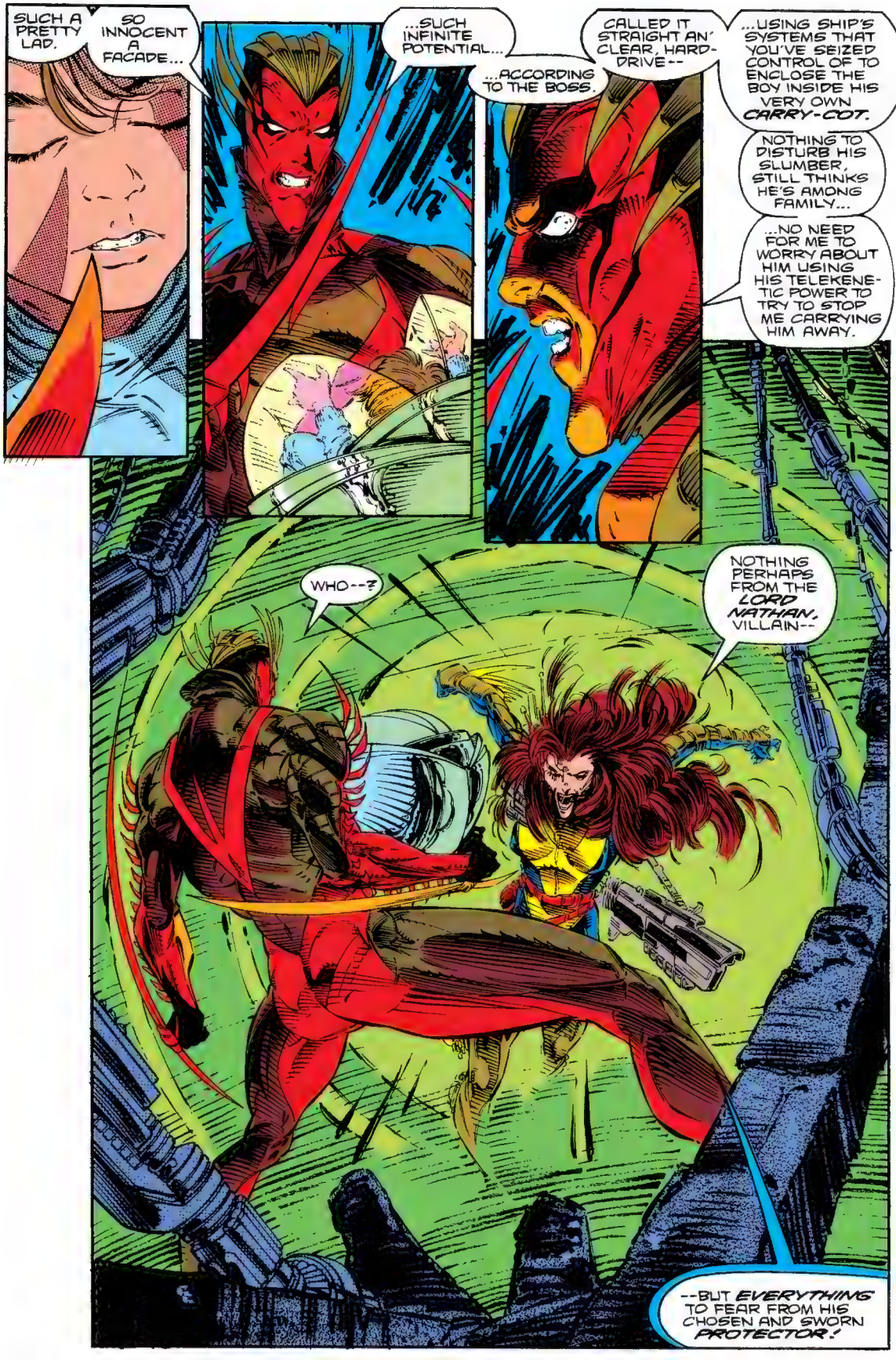
--WHY ARE YOU DOING THIS?!

JIM LEE & WHILCE PORTACIO	CHRIS CLAREMONT	WHILCE PORTACIO	ART THIBERT	PAT BROSSEAU	OLIVER/ BUCCELATO	BOB HARRAS	TOM DeFALCO
PLOT	SCRIPT	PENCILS	INKS	LETTERER	COLORS	EDITOR	EDITOR IN CHIEF

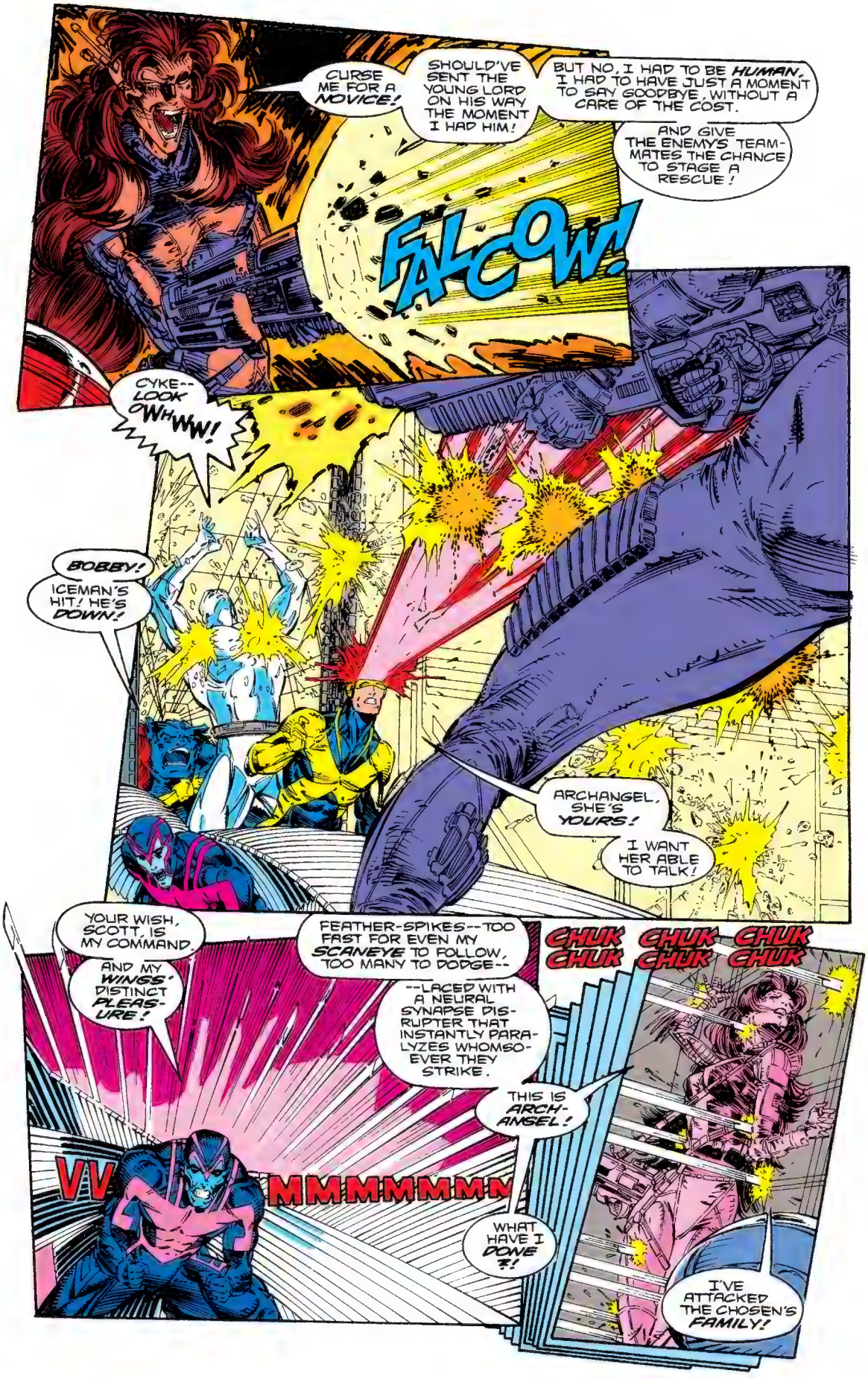

IT'S A QUESTION ASKED ACROSS LOWER MANHATTAN--
--AND BEYOND, TO BROOKLYN HEIGHTS AND HOBOKEN--
--AS FRANTIC ALARMS BRING HELP FROM EVERY QUARTER.
THERE'S NO PATTERN TO THESE ATTACKS, CAPTAIN AMERICA!
I'VE NOTICED, SERSI. THESE TENTACLES JUST SEEM TO BE SPROUTING AT RANDOM...
...SMASHING WHATEVER'S IN THEIR PATH!
WHATTA REVOLTIN' DEVELOP-MENT!
TELLYA STRAIGHT, TORCH, THIS AIN'T GONNA DO X-FACTOR'S REP ANY GOOD WHAT-SOEVER!
TRUTH AND A HALF, THING.
BUT, BEN, IF X-FACTOR'S SHIP'S GONE NUTS...
...WHAT D'YOU THINK IT'S DONE TO THEM?!
DO YOU MIND? DO YOU MIND?!
CAN'T A LAWYER PRACTICE HER PROFESSION JUST ONCE...
...WITHOUT HER CASE BEING TERMINALLY DISRUPTED BY THE "ATTACK OF THE MILE-HIGH PSYCHOTIC STAR-SHIP"?!
GEEZ, WITH A TITLE LIKE THAT, YOU'D THINK THIS WAS ONE OF MY OWN ADVENTURES! WHAT COMES NEXT, "RETURN OF THE TERRIBLE TOAD MEN"?

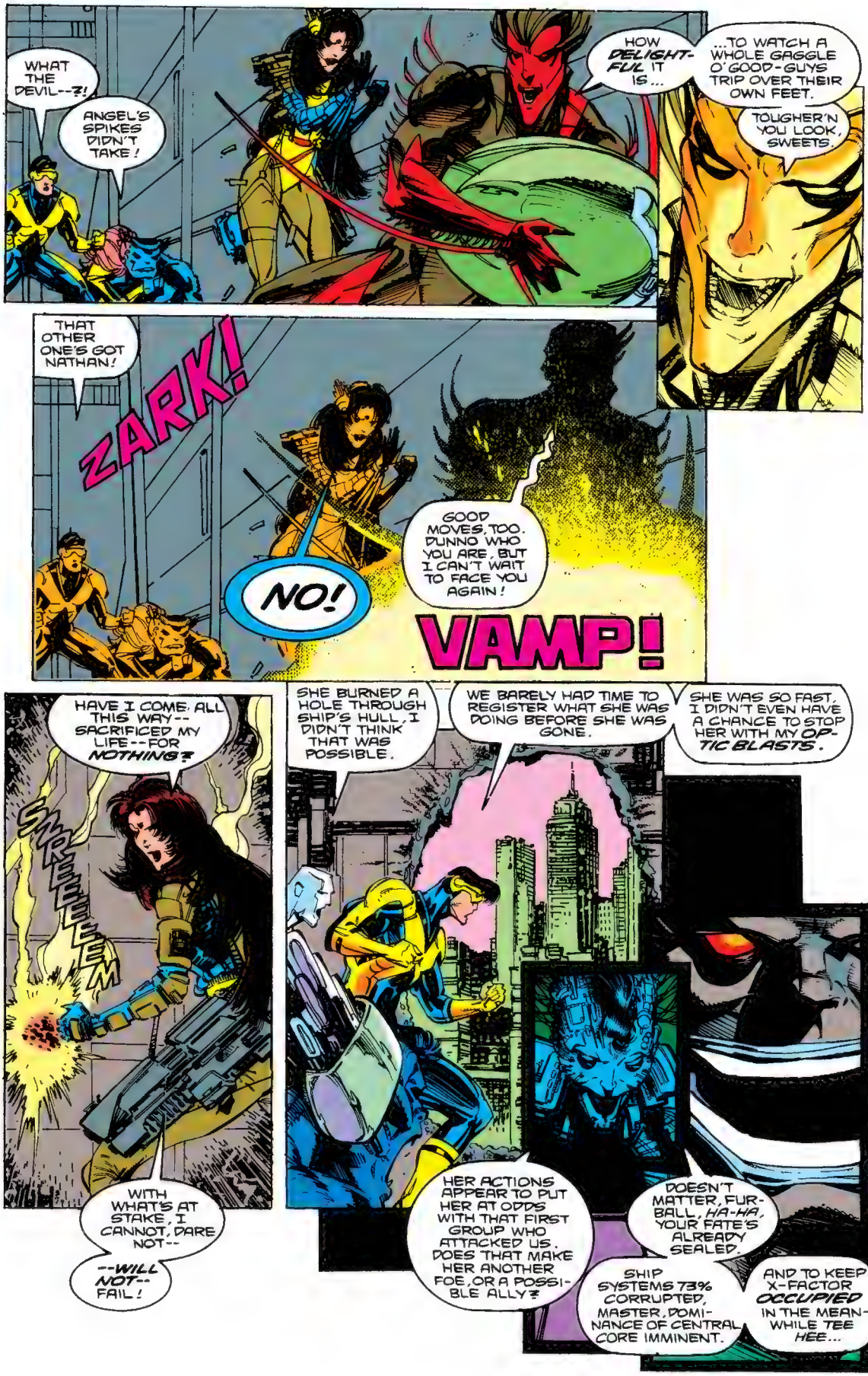

X-FACTOR SHOULD ONLY BE SO LUCKY, SHE-HULK...
THE INITIAL ASSAULT WAS MOUNTED FROM THIS PENETRATOR VEHICLE.
...AS WE JOIN OUR HEROES ABOARD THE VESSEL THEY'VE COME TO CHERISH AS BOTH HOME AND FRIEND
DEALING WITH IT'S PASSENGERS* IS PROVING TO BE COMPARATIVE CHILD'S-PLAY, CYCLOPS...
...COMPARED TO FERRETING OUT ANY SECRETS FROM THE CRAFT ITSELF.
EVEN MY MOST SOPHISTICATED PROBES CAN'T BREACH ITS SHIELDS.
HEY GUYS, CHECK OUT JEANIE!
* A STRIKE FORCE, SOUNDLY DEFEATED BY X-FACTOR LAST ISSUE -- B.H.
JEAN, ARE YOU ALL RIGHT?
HARD AS PSYNAPSE HIT ME, SCOTT...
...I GAVE HIM BACK A LOT BETTER.
SNEAKY LITTLE PSI-WITCH...
...PRECIOUS GOOD YOUR INSIGHTS'LL DO YOU TEE HEE...
...ONCE HARD-DRIVE SHUTS YOU DOWN...
...AS PERMANENTLY AS I DO YOUR TRAITOR SHIP!
AGKH!
THIS IS SOMETHING... DIFFERENT.
A VOICE, INSIDE MY HEAD, CRYING OUT IN RAGE AND TERROR--LASHING OUT BLINDLY IN A DESPERATE ATTEMPT TO DEFEND HIM-SELF--
--CYCLOPS, IT'S SHIP!
HE'S SICK, HE'S DYING!
JEAN!


GREAT! NOW THESE TENTACLES ARE ATTACKING US!
...SAME AS THEY ARE THE CITY!
THERE'S SOMETHING AKIN TO A GENETIC VIRUS AT WORK HERE, ICEMAN...
...MUTATING THE ESSENCE OF SHIP'S PHYSICAL STRUCTURE, AND ANIMATING IT IN A DISTINCTLY HOSTILE MODE.
FIGURED THAT ONE OUT ALL BY YOURSELF, HUH, BEAST?
NOW, HOW 'BOUT TELLING US SOMETHING WE DON'T KNOW, LIKE HOW TO STOP IT!
TEAM, WE'VE GOT TO DO SOMETHING, PRONTO-
--BEFORE MANHATTAN STARTS LOOKING LIKE DOWNTOWN BEIRUT!
JEAN!
STUNNED, BUT I CAN'T TELL HOW BADLY.
WHAT WAS THAT?! WHO SAID THAT?!?
NATHAN CHRISTOPHER
THE NURSERY, X-FACTOR, ON THE DOUBLE!
SOMEONE'S AFTER MY SON!
THAT'S SHIP'S VOICE--BUT HOW CAN I BE HEARING IT IN MY MIND?!
TARGET
DANGER
CYCLOPS, WE CAN'T STAY HERE, IT'S AN INDEFENSIBLE POSITION.
WE NEED TO REGROUP, FIND A MEANS OF COUNTERING THIS INFECTION--!
NATHAN CHRISTOPHER


SUCH A PRETTY LAD.
SO INNOCENT A FACADE...
...SUCH INFINITE POTENTIAL...
...ACCORDING TO THE BOSS.
CALLED IT STRAIGHT AN' CLEAR, HARD-DRIVE--
...USING SHIP'S SYSTEMS THAT YOU'VE SEIZED CONTROL OF TO ENCLOSE THE BOY INSIDE HIS VERY OWN CARRY-COT.
NOTHING TO DISTURB HIS SLUMBER, STILL THINKS HE'S AMONG FAMILY...
...NO NEED FOR ME TO WORRY ABOUT HIM USING HIS TELEKENETIC POWER TO TRY TO STOP ME CARRYING HIM AWAY.
WHO--?
NOTHING PERHAPS FROM THE LORD NATHAN, VILLAIN--
--BUT EVERYTHING TO FEAR FROM HIS CHOSEN AND SWORN PROTECTOR!

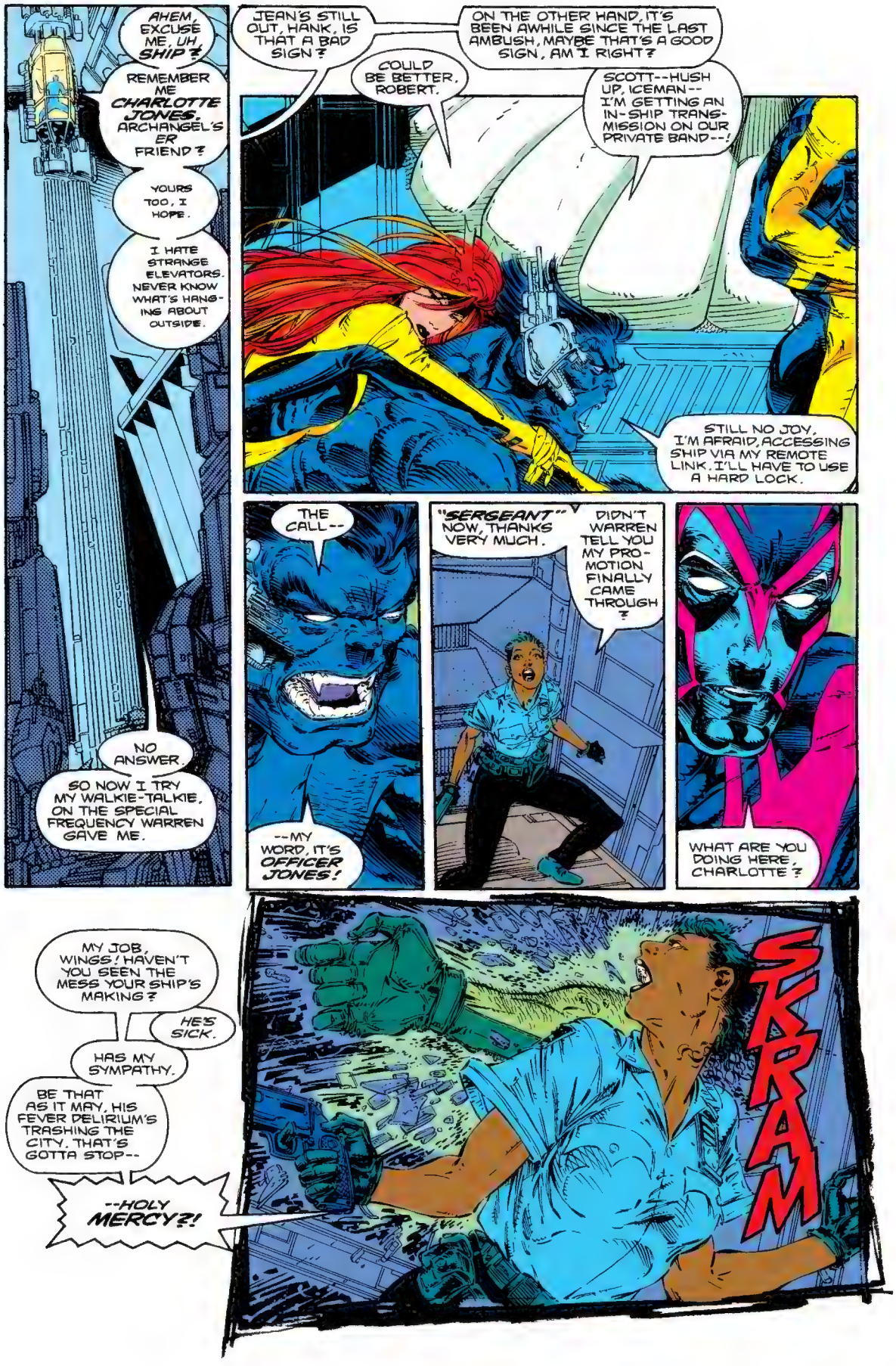

UNHAND HIM, CREATURE!
APOCALYPSE WILL NEVER CLAIM HIM--
--NOT AS A CHILD, NOR AS A GROWN MAN!
FOR NOW AND ALWAYS--
--THE CHOSEN WILL LIVE FREE!
THE BETTER TO LEAD HIS PEOPLE TO THEIRS.
...BUT NOT THE PRECISE NATURE UNTIL I PSYCH-WAVED IN.
SHOULD HAVE REALIZED IT'D BE APOCALYPSE.
HE WANTS TO SAVAGE YOU THE WAY HE DID OUR FATHER.
I WISH I HAD POWER TO SPARE FOR MORE THAN A MIND-TAG.
SO MUCH YOU NEED TO KNOW, THAT I WISH I COULD TELL YOU.
THESE ARE THE LAST MOMENTS OF YOUR CHILD-HOOD...
...THE END OF INNO-CENCE--
PRAISE THE LIGHT, I ARRIVED IN TIME.
OUR RECSCANS OF THIS TIME ARE DANGEROUSLY SCATTERED.
WE KNEW YOU WERE AT HAZARD...
--EH?!!


CURSE ME FOR A NOVICE!
SHOULD'VE SENT THE YOUNG LORD ON HIS WAY THE MOMENT I HAD HIM!
BUT NO, I HAD TO BE HUMAN, I HAD TO HAVE JUST A MOMENT TO SAY GOODBYE, WITHOUT A CARE OF THE COST.
AND GIVE THE ENEMY'S TEAM-MATES THE CHANCE TO STAGE A RESCUE!
FALCON!
CYKE-- LOOK OUT!
BOBBY! ICEMAN'S HIT! HE'S DOWN!
ARCHANGEL, SHE'S YOURS!
I WANT HER ABLE TO TALK!
YOUR WISH, SCOTT, IS MY COMMAND.
AND MY WINGS' DISTINCT PLEASURE!
FEATHER-SPIKES--TOO FAST FOR EVEN MY SCANEYE TO FOLLOW, TOO MANY TO DODGE--
--LACED WITH A NEURAL SYNAPSE DISRUPTER THAT INSTANTLY PARALYZES WHOMSOEVER THEY STRIKE.
THIS IS ARCHANSEL!
CHUK CHUK CHUK CHUK CHUK CHUK
VV MMMMMMM
WHAT HAVE I DONE?!
I'VE ATTACKED THE CHOSEN'S FAMILY!


WHAT THE DEVIL--?!
ANGEL'S SPIKES DIDN'T TAKE!
HOW DELIGHTFUL IT IS...
...TO WATCH A WHOLE GAGGLE O'GOOD-GUYS TRIP OVER THEIR OWN FEET.
TOUGHER'N YOU LOOK, SWEETS.
THAT OTHER ONE'S GOT NATHAN!
ZARK!
NO!
GOOD MOVES, TOO. DUNNO WHO YOU ARE, BUT I CAN'T WAIT TO FACE YOU AGAIN!
VAMP!
HAVE I COME ALL THIS WAY--SACRIFICED MY LIFE--FOR NOTHING?
SHREEEEEEM
WITH WHAT'S AT STAKE, I CANNOT, DARE NOT--
--WILL NOT--FAIL!
SHE BURNED A HOLE THROUGH SHIP'S HULL, I DIDN'T THINK THAT WAS POSSIBLE.
WE BARELY HAD TIME TO REGISTER WHAT SHE WAS DOING BEFORE SHE WAS GONE.
SHE WAS SO FAST, I DIDN'T EVEN HAVE A CHANCE TO STOP HER WITH MY OPTIC BLASTS.
HER ACTIONS APPEAR TO PUT HER AT ODDS WITH THAT FIRST GROUP WHO ATTACKED US. DOES THAT MAKE HER ANOTHER FOE, OR A POSSIBLE ALLY?
DOESN'T MATTER, FURBALL, HA-HA, YOUR FATE'S ALREADY SEALED.
SHIP SYSTEMS 73% CORRUPTED, MASTER. DOMINANCE OF CENTRAL CORE IMMINENT.
AND TO KEEP X-FACTOR OCCUPIED IN THE MEANWHILE TEE HEE...


THE WALLS HAVE COME ALIVE, THEY'RE AFTER US!
YO, BEASTIE, SINCE YOU'RE S'POSED TO BE THE BRAINS OF THE OUTFIT...
HOW 'BOUT SOMETHING BRILLIANT TO SAVE OUR COLLECTIVE BUTTS!
USE YOUR POWERS, ICEMAN, INSTEAD OF YOUR MOUTH.
THE RESULTS MAY SURPRISE YOU.
EMINENTLY PERSPICACIOUS, WARREN, AS ALWAYS.
YES, SIR! LEADERMAN, SIR!
SHIP'S STRUCTURE IS BIO-MECHANICAL IN NATURE, THAT'S WHY IT CAN BE AFFECTED BY A GENETIC VIRUS.
THAT MAY PROVE OUR IMMEDIATE SALVATION.
FOR WHAT IT'S WORTH, CYKE...
...THESE TENDRILS DON'T APPEAR TO BE TERRIBLY STRONG.
AT LEAST, NOT ENOUGH TO KEEP MY WINGS FROM SLICING ME LOOSE.
WAY TO GO!
CAN'T TAKE MY PATENTED HYPER-INTENSE COLD, EITHER!
MAKES 'EM SO BRITTLE, THEY SHATTER UNDER THEIR OWN WEIGHT!
THIS TREATS THE SYMPTOMS, CYCLOPS, NOT THE DISEASE ITSELF.
LIKE ANY INFECTION, IF THIS GETS A MORTAL HOLD ON ITS VICTIM...
...IT COULD MEAN DEATH--OR, IN SHIP'S CASE, WORSE.
KEEP TALKING, HANK, I'M LISTENING.


BUT WHILE HANK McCOY DOES PRECISELY THAT...
...ELEMENTS OF NEW YORK'S FINEST SET THEIR OWN PLANS IN MOTION.
HEY JONESY, SINCE WE'RE IN A SOOPER-HERO SITUATION HERE--CHARGIN' INTA X-FACTOR'S HOME BASE AN' ALL--
ONE MORE DIPSTICK CRACK LIKE THAT, REUBEN...
--HOW COME YOU AIN'T WEARIN' YOUR SOOPER-HERO UNIFORM THEY GAVE YOU?
...SERGEANT JONES WON'T HAVE TO DO THE HONORS--
--I'LL BUST YOUR PATHETIC CHOPS MYSELF!
I APPRECIATE THE THOUGHT, SCHLESINGER...
...BUT I CAN FIGHT MY OWN BATTLES.
HEY, SARGE, I THOUGHT US NORMAL FOLKS WEREN'T ALLOWED INSIDE...
...ONLY MOOTS!
THE TERM IS MUTANTS, ALVAREZ.
SAID ON ALL OCCASIONS, POLITELY. GET MY DRIFT?
AS FOR THE BARRIER...
...I GUESS SOMEBODY'S SWITCHED IT OFF.
GUYS?
HEY--ALVAREZ? REUBEN? CAMERON? KASSINOFF? BUCHANAN? SCHLESINGER? SHETTERLEY--ANYBODY?!!
OBOY.

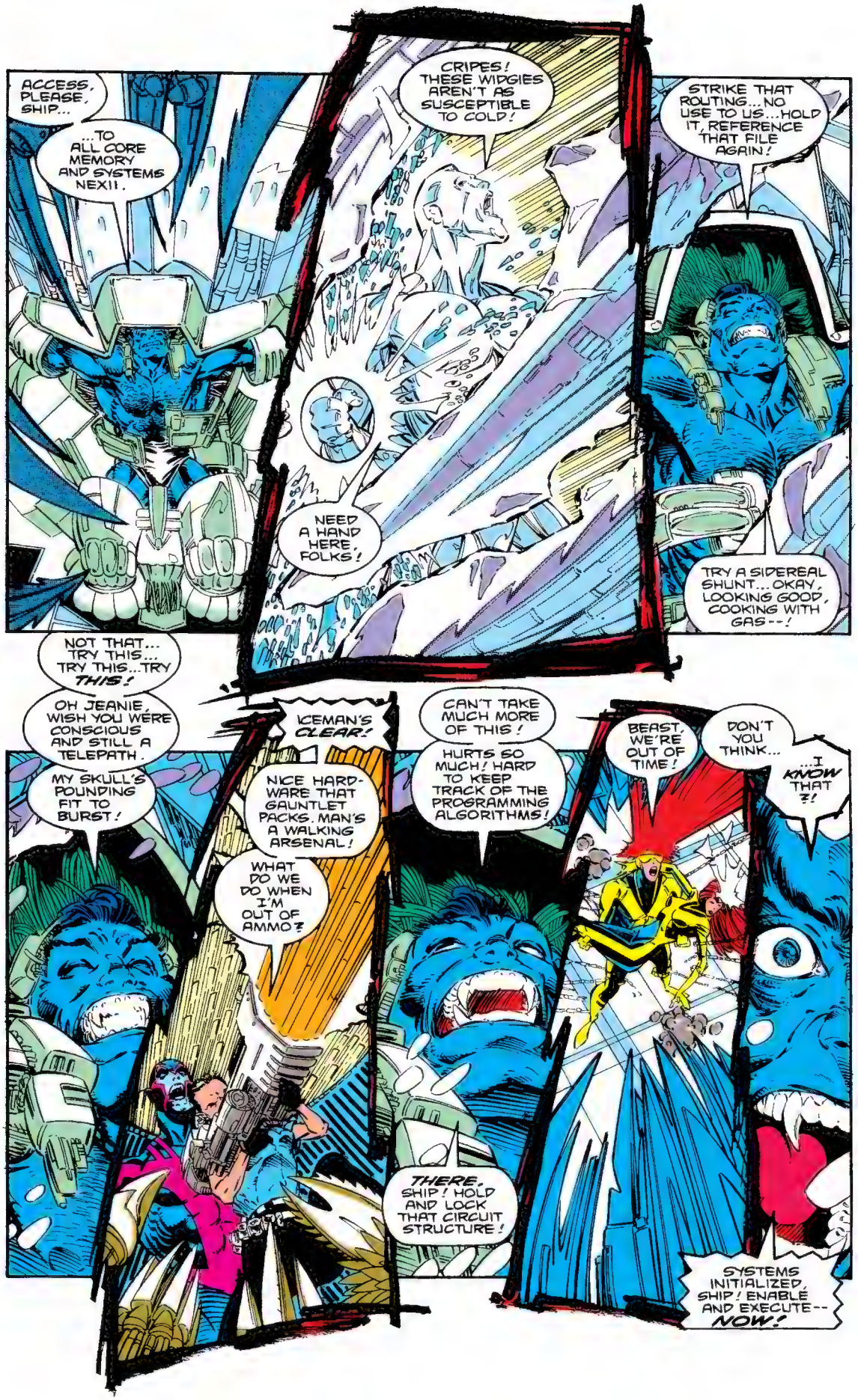

AHEM, EXCUSE ME, UH SHIP?
REMEMBER ME CHARLOTTE JONES, ARCHANGEL'S ER FRIEND?
YOURS TOO, I HOPE.
I HATE STRANGE ELEVATORS. NEVER KNOW WHAT'S HANGING ABOUT OUTSIDE.
NO ANSWER.
SO NOW I TRY MY WALKIE-TALKIE, ON THE SPECIAL FREQUENCY WARREN GAVE ME.
JEAN'S STILL OUT, HANK, IS THAT A BAD SIGN?
ON THE OTHER HAND, IT'S BEEN AWHILE SINCE THE LAST AMBUSH, MAYBE THAT'S A GOOD SIGN, AM I RIGHT?
COULD BE BETTER, ROBERT.
SCOTT--HUSH UP, ICEMAN-- I'M GETTING AN IN-SHIP TRANSMISSION ON OUR PRIVATE BAND--!
STILL NO JOY, I'M AFRAID, ACCESSING SHIP VIA MY REMOTE LINK. I'LL HAVE TO USE A HARD LOCK.
THE CALL--
--MY WORD, IT'S OFFICER JONES!
"SERGEANT" NOW, THANKS VERY MUCH.
DIDN'T WARREN TELL YOU MY PROMOTION FINALLY CAME THROUGH?
WHAT ARE YOU DOING HERE, CHARLOTTE?
MY JOB, WINGS! HAVEN'T YOU SEEN THE MESS YOUR SHIP'S MAKING?
HE'S SICK.
HAS MY SYMPATHY.
BE THAT AS IT MAY, HIS FEVER DELIRIUM'S TRASHING THE CITY. THAT'S GOTTA STOP--
--HOLY MERCY?!
SKRAM

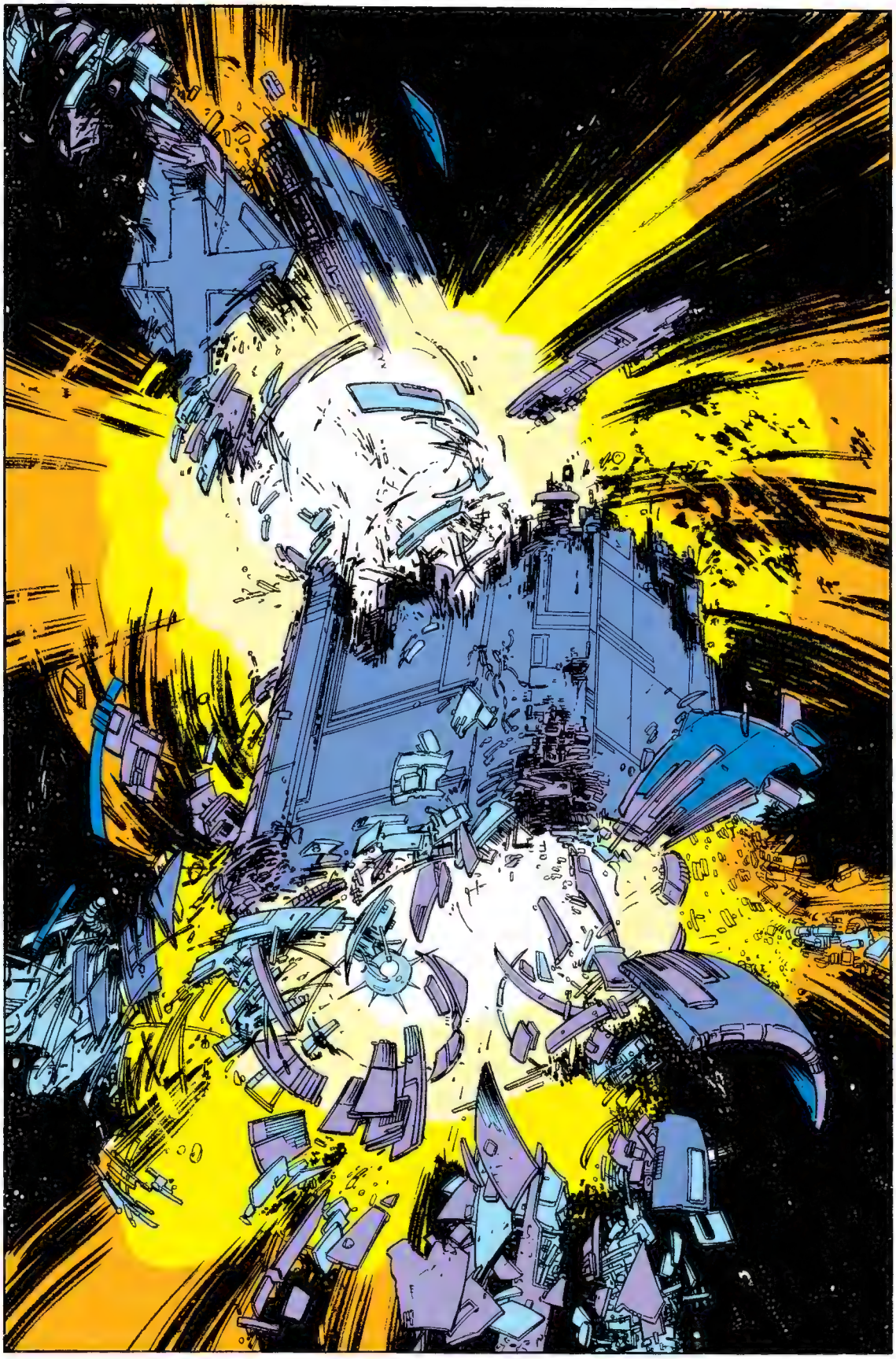

JONESY'S RIGHT.
SHIP'S LIKE GULLIVER THRASHING ABOUT ON LILLIPUT. SHEER SIZE ALONE GIVES EVEN THE MOST CASUAL OF MOVES DEVASTATING CONSEQUENCES.
WORST OF ALL, IF THE ULTIMATE INTENT OF THE VIRUS IS TO SUBVERT SHIP'S COMMAND NEXUS...
HEAVEN KNOWS WHAT COULD HAPPEN THEN.
...HE'LL END UP UNDER SOMEONE'S EXTERNAL CONTROL.
I SHALL NOT PERMIT THAT, BEAST.
BINGO! I GAMBLED THE HARD-WIRE LINKAGE WOULD DO THE TRICK!
STATUS, SHIP?
AS JEAN INTUITED BEFORE SHE WAS STRUCK DOWN...
...MY PROGNOSIS IS TERMINAL.
GIVEN THE MALICIOUS FORM AND STRATEGY OF THE ATTACK, SHIP, THE INTIMATE FAMILIARITY WITH YOUR SYSTEMS, THERE'S ONLY ONE POSSIBLE ANSWER:
...APOCALYPSE.
ONLY OUR NEWLY-INSTALLED FIBER-OPTIC NETWORK REMAINS INVIOLATE, BEAST...
...AND IN ALL FAIRNESS, I CANNOT GUARANTEE ITS LONG-TERM INTEGRITY.
I HAVE HOWEVER IDENTIFIED THE SOURCE OF MY AFFLICTION.
MY CONCLUSION ALSO.
WHICH LEAVES BUT ONE RESPONSE.
I WILL NOT SERVE MY FORMER MASTER WILLINGLY.
NOR WILL I ALLOW MYSELF TO BE ONCE-MORE ENSLAVED.
?
CHUNG
KA-CHUNG
KA-CHUNG
I STILL RETAIN SUFFICIENT CAPACITY TO LAUNCH MYSELF INTO SPACE WHERE I WILL ENGAGE MY SELF-DESTRUCT MECHANISM AND BLOW MYSELF TO BITS.


CEASE YOUR STRUGGLES, LITTLE UNIFORM.
'FORE I DO SOME PERMA-NENT DAMAGE.
RECOGNIZE THE FACE FROM OUR FILES.
JONES, GIVEN NAME CHARLOTTE, ARCHANGEL'S MAIN SQUEEZE.
SPIRITED FLESH, TOO, FOR ALL SHE'S ONLY HUMAN.
WORTH CARRYING ALONG AS A HOSTAGE? OR A NEW TOY FOR THE BOSS?
NOT WHILE I'M ALIVE TO STOP YOU, FANG-FACE!
NOT HIM, GAUNTLET, NOT TO-NIGHT.
EASILY REMEDIED, FLYBOY.
MASTER'S ORDERS, THEY'RE TARGETS FOR ANOTHER TIME.
HE'S SOUNDED RECALL.
YOUR LUCKY NIGHT, FLYBOY.
ANYTIME, GAUNTLET!
WE'LL BE WAITING, AND READY!
WHAT IS THIS TO YOU...
...SOME KIND OF STUPID GAME?!
YOU'RE TALKING ABOUT KILLING EACH OTHER!
FWASEPK!
ON OCCASION, CHARLOTTE, THAT'S WHAT IT COMES TO.
BETTER GET BACK TO THE OTHERS...
...LET 'EM KNOW THE OPPOSITION'S SKIPPED.
KEEP YOUR FINGERS CROSSED, MAYBE THAT MEANS THINGS'LL GET BETTER.

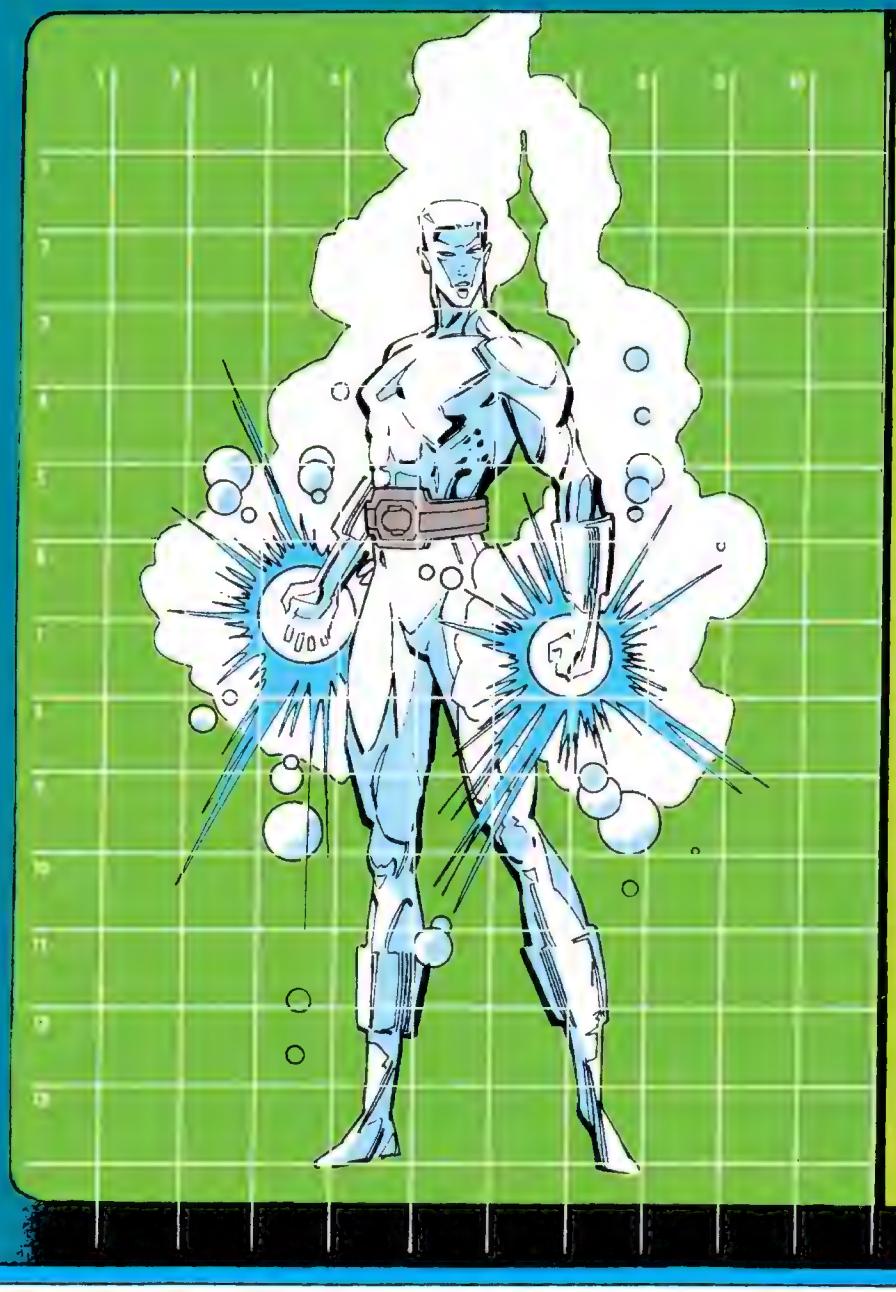

THINGS LOOK GRIM IN HERE!
SHIP, SUICIDE ISN'T A SOLUTION.
QUITE THE CONTRARY, CYCLOPS, IT IS MY ONLY VIABLE OPTION.
MY GREATEST REGRET IS THAT I NO LONGER POSSESS SUFFICIENT RESOURCES TO ENSURE YOUR SURVIVAL OR ESCAPE.
I PRAY YOU CAN FORGIVE ME, FRIENDS.
I WON'T ACCEPT THAT.
YOU HAVE NO CHOICE, AS DO I.
SHIP, THERE'S OUR HARDWIRE NETWORK --!
IT IS TOO LIMITED, BEAST, TO CONTROL MORE THAN A FRACTION OF MY BEING.
IT'S A START, SHIP!
YOU TALK ABOUT YOUR HATRED OF APOCALYPSE, YOUR ABSOLUTE REFUSAL TO BE ENSLAVED BY HIM AGAIN...
...YET YOU'RE PERFECTLY PREPARED TO CEDE HIM AS GREAT A VICTORY...
...BY ALLOWING YOUR OWN DESTRUCTION.
IN ONE STROKE, YOU RID HIM OF THE ONLY BEINGS WHO'VE EVER BEATEN HIM -- YOURSELF AND US!
MOREOVER, HE'S GOT MY SON, TO USE HOWEVER HE PLEASES!
CAN YOU LET HIM DO THAT?!
LIFE AND FREEDOM MEAN NOTHING IF YOU AREN'T PREPARED TO FIGHT FOR THEM!
GIVE UP, SHIP, AND YOU PROVE TO APOCALYPSE YOU'RE AS MUCH HIS SLAVE NOW AS YOU EVER WERE.
IS THAT WHAT YOU WANT?!


GEEZ, I SURE HOPE THIS ISN'T SHIP'S ANSWER.
CYCLOPS, I AM UNABLE TO MAINTAIN THE INTEGRAL SECURITY OF THIS COMPARTMENT.
NOR CAN I COUNTERMAND MY PREVIOUS DIRECTIVE.
THE SELF-DESTRUCT ORDER REMAINS IN EFFECT.
BEAST, PLUG YOURSELF IN.
FIND US A WAY OUT. ALL OF US, IF POSSIBLE, SHIP INCLUDED.
DON'T ASK FOR MUCH, DO YOU, FEARLESS?
PULL THIS OFF, GENIUS, I MAY EVEN FORGET ABOUT ASKING YOU TO QUIT CALLING ME THAT.
WITH SUCH INCENTIVE, MON BRAVE, HOW CAN I REFUSE? OR FAIL?


ACCESS, PLEASE, SHIP...
...TO ALL CORE MEMORY AND SYSTEMS NEXII.
CRIPES! THESE WIDGIES AREN'T AS SUSCEPTIBLE TO COLD!
NEED A HAND HERE, FOLKS!
STRIKE THAT ROUTING... NO USE TO US... HOLD IT, REFERENCE THAT FILE AGAIN!
TRY A SIDEREAL SHUNT... OKAY, LOOKING GOOD, COOKING WITH GAS--!
NOT THAT... TRY THIS... TRY THIS...TRY THIS!
OH JEANIE, WISH YOU WERE CONSCIOUS AND STILL A TELEPATH.
MY SKULL'S POUNDING FIT TO BURST!
ICEMAN'S CLEAR!
NICE HARDWARE THAT GAUNTLET PACKS. MAN'S A WALKING ARSENAL!
WHAT DO WE DO WHEN I'M OUT OF AMMO?
CAN'T TAKE MUCH MORE OF THIS!
HURTS SO MUCH! HARD TO KEEP TRACK OF THE PROGRAMMING ALGORITHMS!
BEAST, WE'RE OUT OF TIME!
DON'T YOU THINK...
...I KNOW THAT?!
THERE, SHIP! HOLD AND LOCK THAT CIRCUIT STRUCTURE!
SYSTEMS INITIALIZED, SHIP! ENABLE AND EXECUTE-- NOW!




NO!
SCANEYE ESTABLISHES THE VESSEL AS 150,000 KILOMETERS DISTANT. DETONATION FORCE IN THE GIGATON RANGE, CREATING A BLAST CORE BETTER THAN TWO HUNDRED KILOMETERS IN DIAMETER, HOTTER THAN THE HEART OF THE SUN.
DESTRUCTION IS ABSOLUTE.
THERE WAS NO MENTION OF THIS EVENT IN THE REC-SCANS.
MERCIFUL BRIGHT LADY, HAS MY INTERVENTION IN THIS NODE SOMEHOW CAUSED THE DEATH OF THE FAMILY?!
I HAVE NO WAY OF KNOWING.
AND ONLY ONE MEANS OF ATONEMENT.
THE CHOSEN REMAINS IN THE CLUTCHES OF APOCALYPSE.
MY MISSION IS TO SAVE HIM.
AND THAT I SWEAR I SHALL DO, LITTLE BROTHER...
...WHATEVER THE COST!
NEXT:
LUNAR IMPACT!



Log Entry 13325.3

Robert Drake • ICEMAN

The youngest of Xavier's original students, Iceman is also the easiest to decipher and the most predictable in terms of nature and inclinations. Like so many of the atom's children, Drake is a turmoiled soul, enshrouded by a cool, veneer of dispassionate indifference.

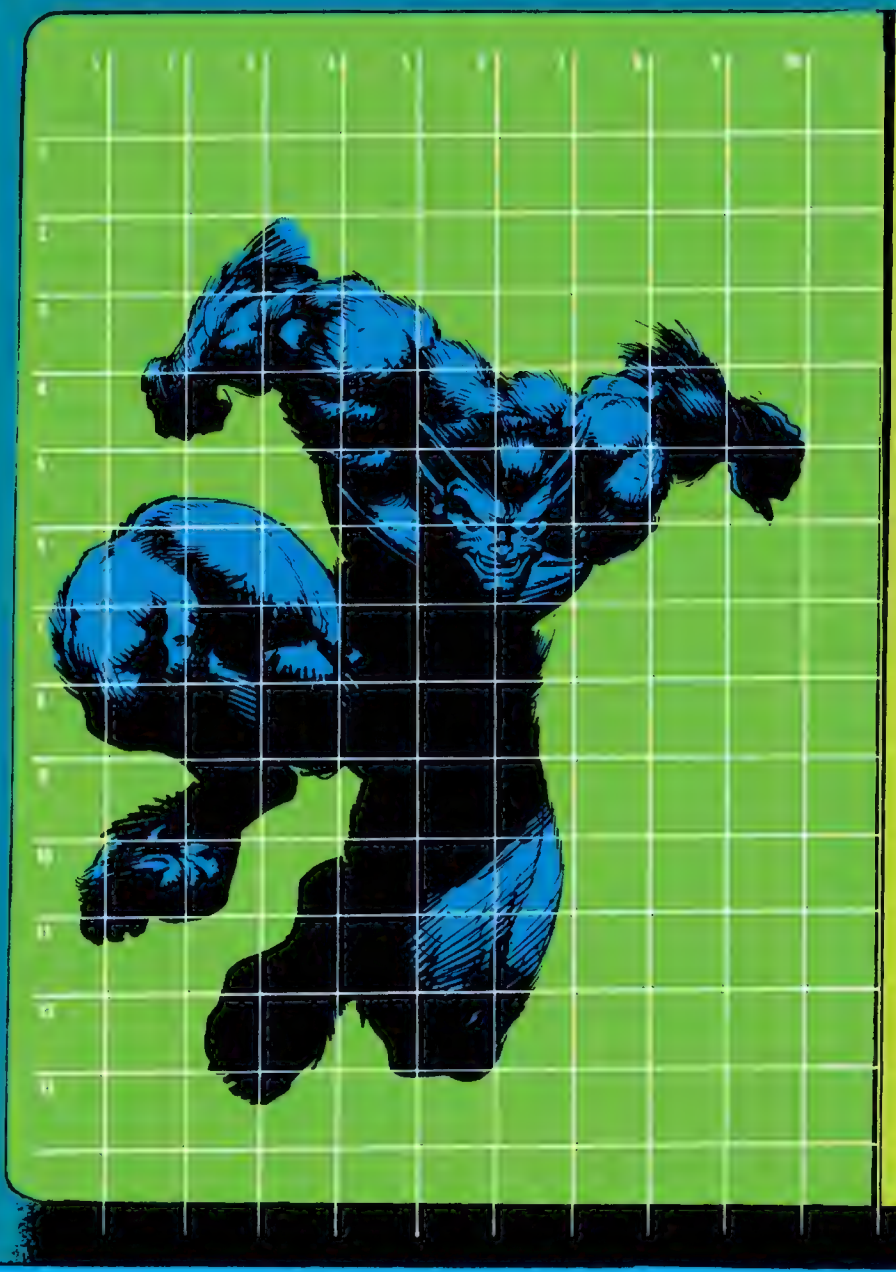
Ice though, can easily melt, and a desire for normality is the fire which sears away the cold, hard shell surrounding young Drake. For his entire life, he has questioned his desire to perform like a circus animal in the rings of nuclear theatrics. All about him, he has seen pathetic little people living pathetic little lives and he has yearned for a chance to become one of them.

In this lies the spark, which fans the flames of all the others. In him lies the desire to be a normal human living a normal life. It is in all their secret heart of hearts. Drake simply wears his more openly—the better to see his wishes dashed time and time again.

Let him take an inferior woman as his mate, let him beget polluted offspring, let him taint the wellspring of power—let him weaken the resolve of the mutant race. Let the dwindling fire in his heart surge and grow into a raging inferno of desire—the sooner to melt his cold outer shell, the sooner to crush the hopes of the others . . .

The Apocalypse Manifesto

Fabian Nicieza—Writer Whilce Portacio—Illustrator



Log Entry 13325.4

Henry McCoy • BEAST

Explain the human circadian rhythm, recite the periodical table of elements—backward—now walk into a crowded restaurant and sit down at a table and order a cup of coffee. So easy to dazzle them with the big words and the knowledge of an encyclopedia at tongue's tip, but he'll always fear an easy, casual interaction with all of them, won't he?

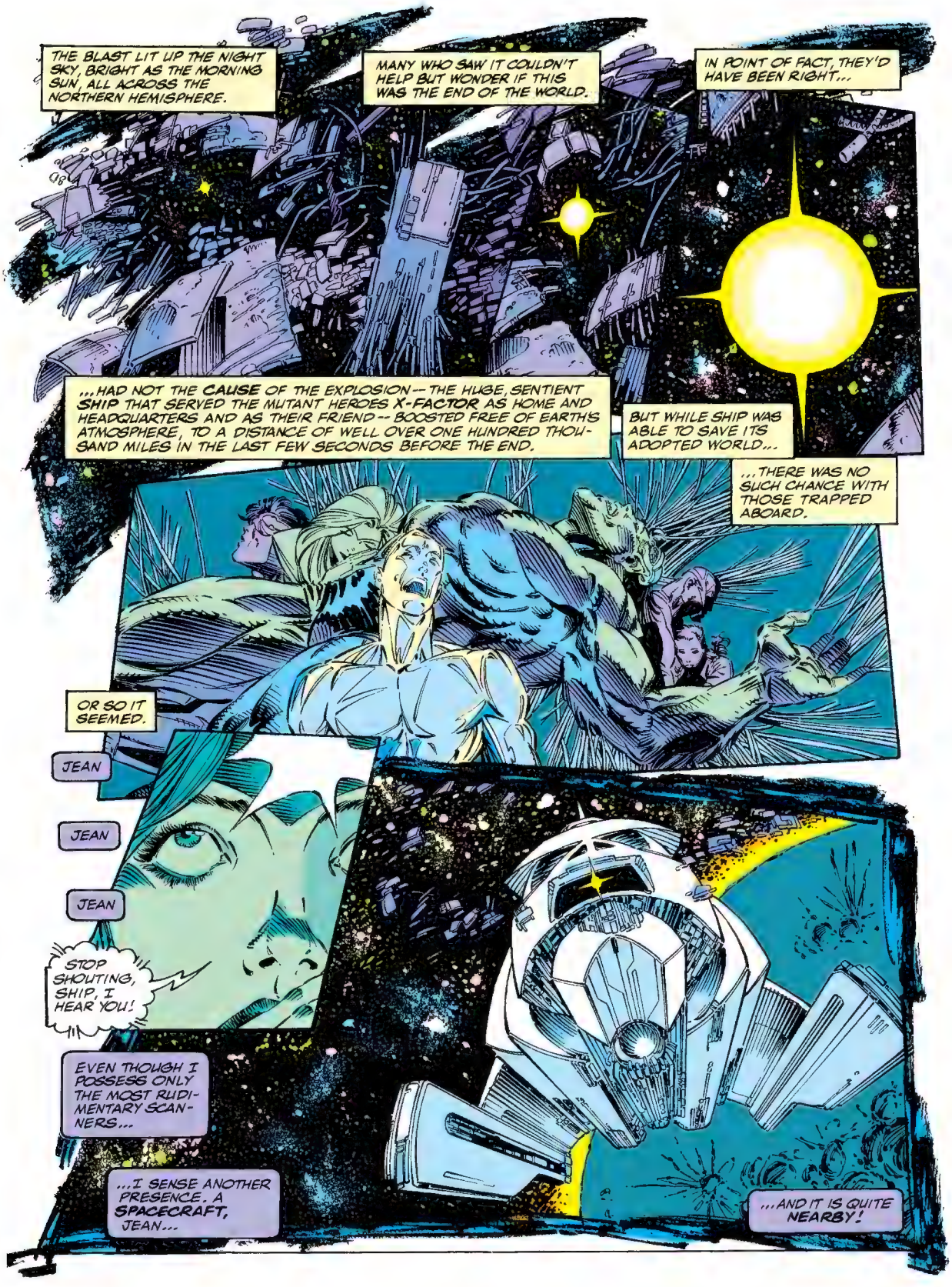
Such irony! Such a cliché, quite frankly. Brilliant mind, bestial body. Never shall the twain meet. The games he has played with himself are as tangled and knotted as the fur which hides his soul, aren't they little Beast.

As a child he masked his insecurities amidst a stream of intellectualism and loquaciousness. Why say in four words what he could say in a hundred? The longer the talk, the longer the words, the longer he was being paid attention to. Indeed, what he permitted for the sake of acceptance—bounding about to and fro like a chimpanzee—allowing his tutor to adorn him with the most demeaning of names, playing the part of the obligatory jester.

All the while, all the time, the truth of Hank McCoy refused to come out. The truth which has been combed down like an annoying cowlick on the tousled, dusty mane he calls a body. The truth is that he is and always has been afraid. Of himself—his intelligence, his strength, his repsonsibilities—and of them—their fear, their loathing, their envy.

And because of that fear he has performed as an actor playing a part and not a man living a life. What a fool. What a waste. Such potential. Such a pity. Destroying him will be an act of kindness. Putting him out of his misery will be the greatest gift he could receive. Sad that I must do this. If not for the rape of will performed by Xavier, Hank could have been a son of my own heart, my own pain, my own fears. . .


MARVEL COMICS
TM
© 1991 MARVEL ENT. GROUP, INC.
$1.00 US
$1.25 CAN
67
JUNE
UK 60p
APPROVED BY THE COMICS CODE
AUTHORITY
FEATURING THE INCOMPARABLE INHUMANS™
X-FACTOR®
50 YEARS OF CAPTAIN AMERICA
1941 – 1991
LUNAR ASSAULT!


THE BLAST LIT UP THE NIGHT SKY, BRIGHT AS THE MORNING SUN, ALL ACROSS THE NORTHERN HEMISPHERE.
MANY WHO SAW IT COULDN'T HELP BUT WONDER IF THIS WAS THE END OF THE WORLD.
IN POINT OF FACT, THEY'D HAVE BEEN RIGHT...
...HAD NOT THE CAUSE OF THE EXPLOSION -- THE HUGE, SENTIENT SHIP THAT SERVED THE MUTANT HEROES X-FACTOR AS HOME AND HEADQUARTERS AND AS THEIR FRIEND -- BOOSTED FREE OF EARTH'S ATMOSPHERE, TO A DISTANCE OF WELL OVER ONE HUNDRED THOUSAND MILES IN THE LAST FEW SECONDS BEFORE THE END.
BUT WHILE SHIP WAS ABLE TO SAVE ITS ADOPTED WORLD...
...THERE WAS NO SUCH CHANCE WITH THOSE TRAPPED ABOARD.
OR SO IT SEEMED.
JEAN
JEAN
JEAN
STOP SHOUTING, SHIP, I HEAR YOU!
EVEN THOUGH I POSSESS ONLY THE MOST RUDIMENTARY SCANNERS...
...I SENSE ANOTHER PRESENCE. A SPACECRAFT, JEAN...
...AND IT IS QUITE NEARBY!

ENDGAME PART III: LUNAR OPPOSITION!

A STAN LEE PRESENTATION, STARRING X-FACTOR

A TRACTOR SYSTEM HAS BEEN ENGAGED.

WE ARE BEING TAKEN ABOARD.

I DETECT THE PRESENCE OF AN ENHANCED TERRESTRIAL ATMOSPHERE AND ENVIRONMENT.

I REGRET, MY FRIENDS, BEING UNABLE AT THIS JUNCTURE TO PROVIDE FOR OUR COMMON DEFENSE.

THAT, X-FACTOR, MUST BE LEFT TO YOU.

I SUSPECT, OLD CHUM, THAT WON'T BE NECESSARY.

CYCLOPS

GREETINGS, X-FACTOR. WE BID YOU WELCOME...

ARCHANGEL

SAY WHAT? SAY WHO?!

SGT. CHARLOTTE JONES, NYPD

...IN THE NAME OF BLACK BOLT...

...LORD OF THE INHUMANS!

JEAN GREY

BEAST

ICEMAN

A COMMUNITY OF SUPER-BEINGS, SERGEANT JONES, DISCOVERED AGES AGO BY THE FANTASTIC FOUR.*

THEY USED TO LIVE IN THE HIMALAYAS, UNTIL THEY DECIDED TO DECAMP THEIR GREAT REFUGE TO THE MOON.**

THIS IS PRETTY MUCH THEIR ROYAL FAMILY. LEFT TO RIGHT: KARNAK, THE AFOREMENTIONED BLACK BOLT, GORGON, PLUS CRYSTAL (WHO USED TO BE A MEMBER OF THE F.F.).

BUT WHERE'S MEDUSA, HANK? I THOUGHT SHE WAS THE ONE, ALWAYS DID BOLT'S TALKING FOR HIM?

* IN THE CLASSIC FANTASTIC FOUR #46.
** LIKEWISE, F.F. #240. --BOB

BROUGHT TO YOU BY

LEE & PORTACIO
PLOT

CLAREMONT
WORDS

PORTACIO
PENCILS

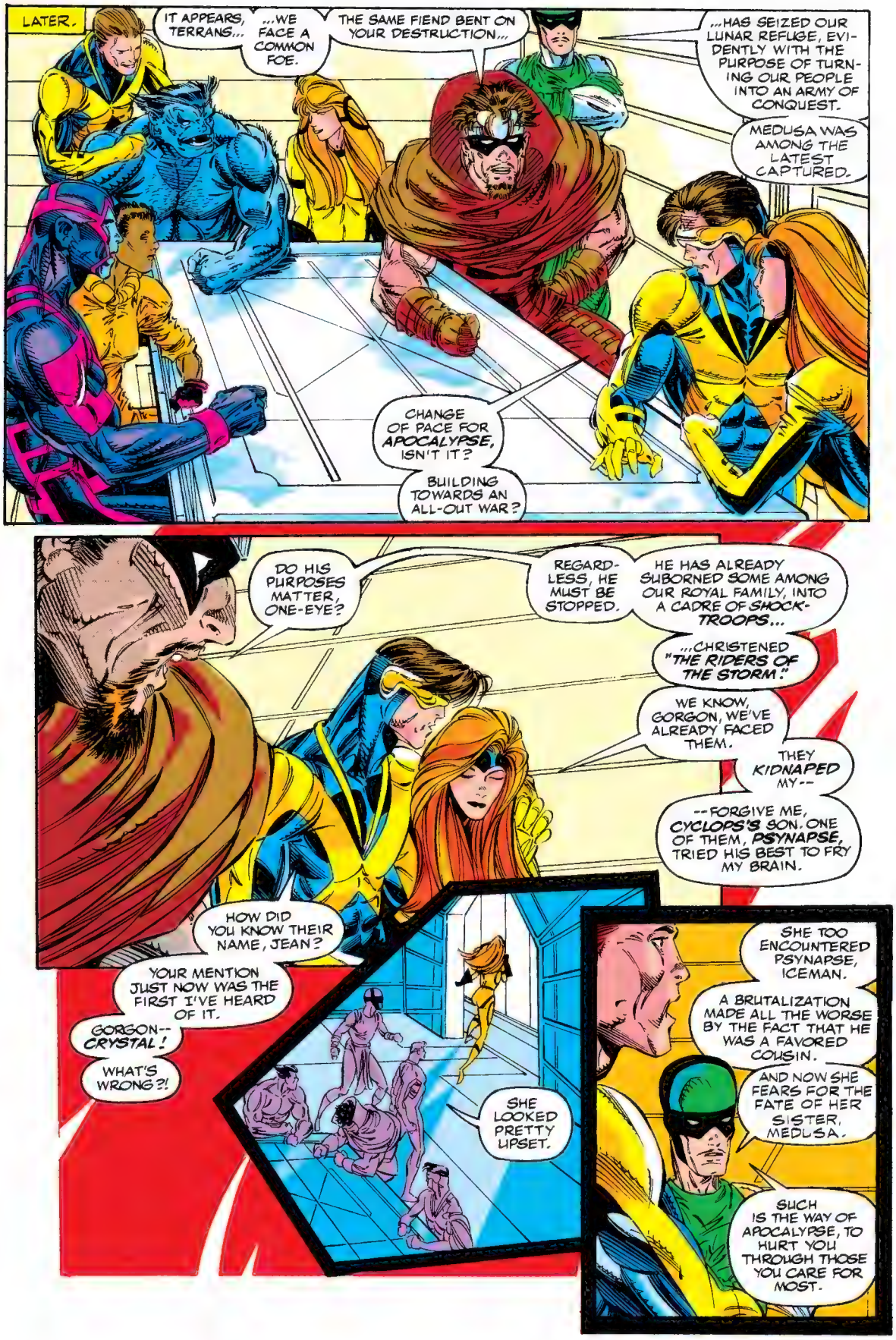
THIBERT
INKS

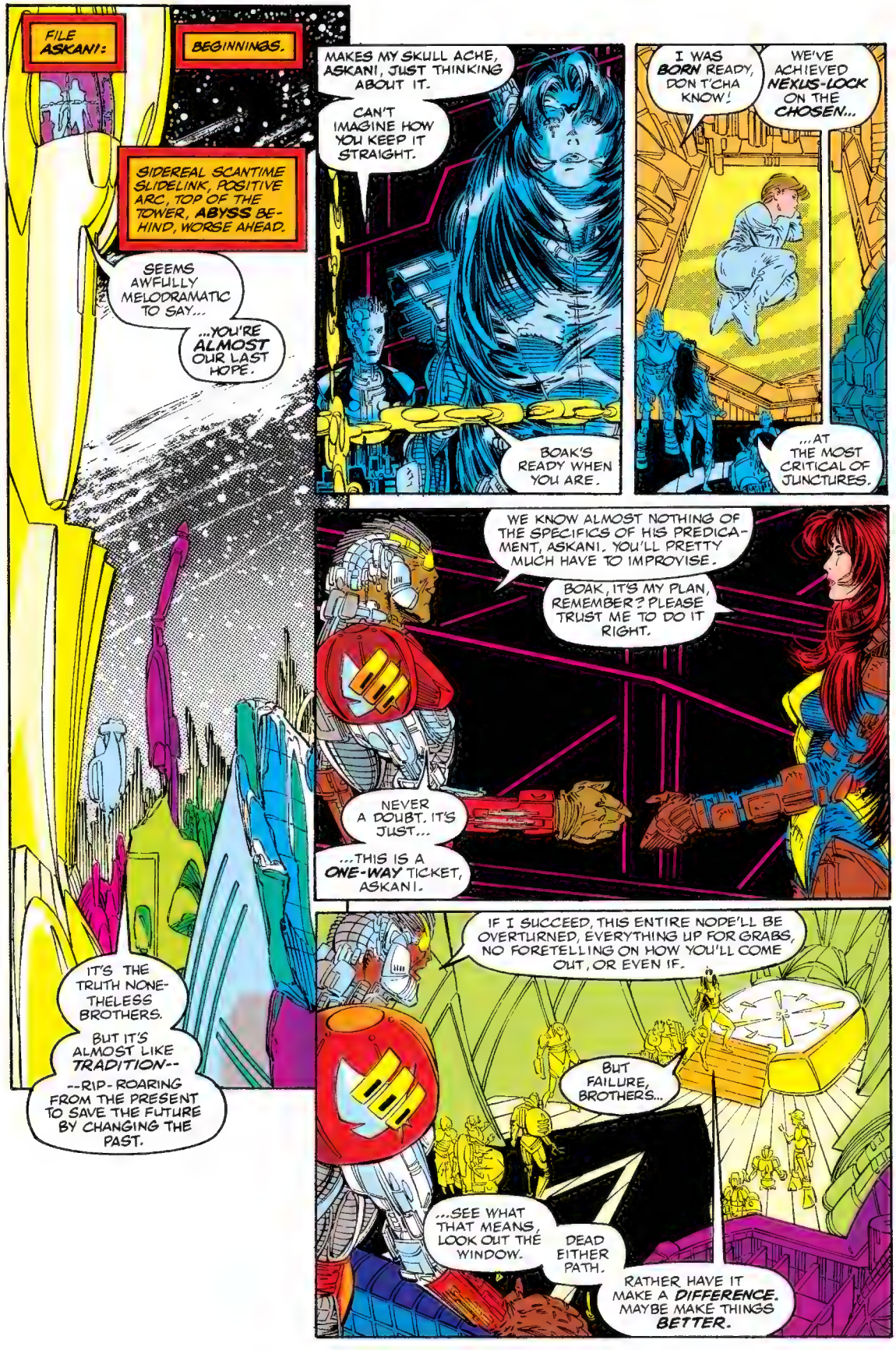
HEISLER
LETTERS

OLIVER & THOMAS
COLORS

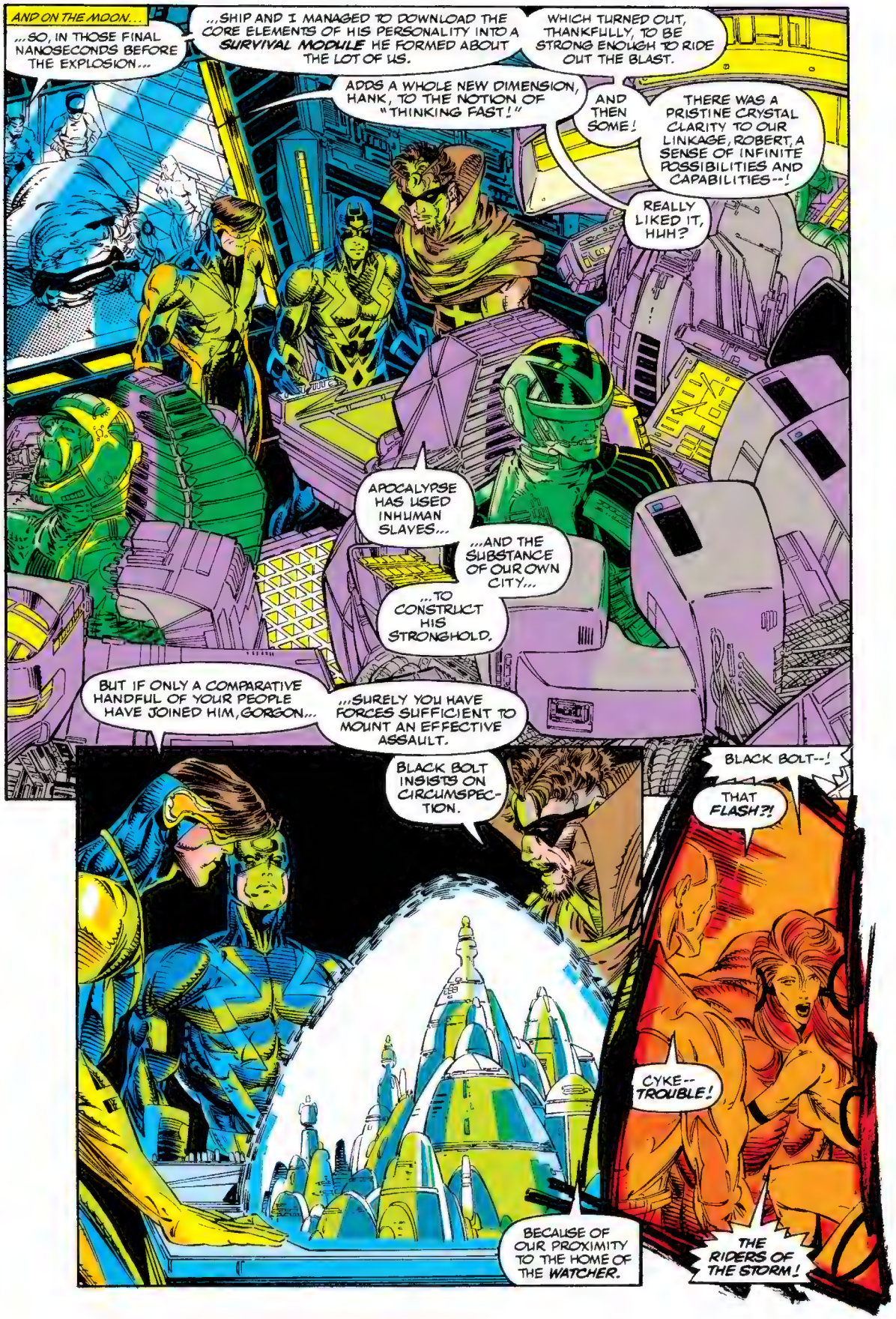
HARRAS
EDITS

DEFALCO
VOUCHERS

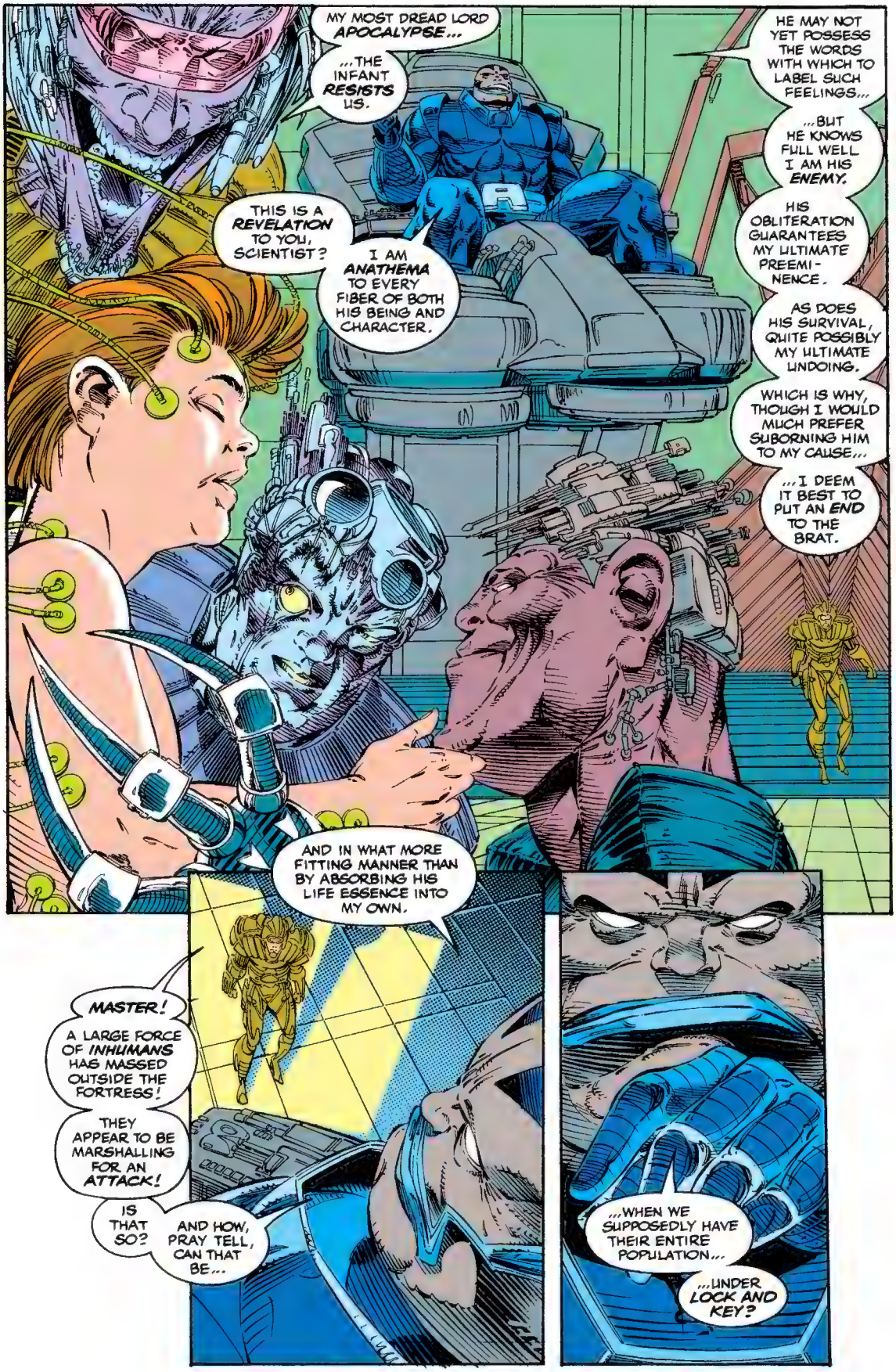

LATER.
IT APPEARS, TERRANS,...
...WE FACE A COMMON FOE.
THE SAME FIEND BENT ON YOUR DESTRUCTION...
...HAS SEIZED OUR LUNAR REFUGE, EVIDENTLY WITH THE PURPOSE OF TURNING OUR PEOPLE INTO AN ARMY OF CONQUEST.
MEDUSA WAS AMONG THE LATEST CAPTURED.
CHANGE OF PACE FOR APOCALYPSE, ISN'T IT?
BUILDING TOWARDS AN ALL-OUT WAR?
DO HIS PURPOSES MATTER, ONE-EYE?
REGARDLESS, HE MUST BE STOPPED.
HE HAS ALREADY SUBORNED SOME AMONG OUR ROYAL FAMILY, INTO A CADRE OF SHOCK-TROOPS...
...CHRISTENED "THE RIDERS OF THE STORM."
WE KNOW, GORGON, WE'VE ALREADY FACED THEM.
THEY KIDNAPED MY--
--FORGIVE ME, CYCLOPS'S SON. ONE OF THEM, PSYNAPSE, TRIED HIS BEST TO FRY MY BRAIN.
HOW DID YOU KNOW THEIR NAME, JEAN?
YOUR MENTION JUST NOW WAS THE FIRST I'VE HEARD OF IT.
GORGON--CRYSTAL!
WHAT'S WRONG?!
SHE LOOKED PRETTY UPSET.
SHE TOO ENCOUNTERED PSYNAPSE, ICEMAN.
A BRUTALIZATION MADE ALL THE WORSE BY THE FACT THAT HE WAS A FAVORED COUSIN.
AND NOW SHE FEARS FOR THE FATE OF HER SISTER, MEDUSA.
SUCH IS THE WAY OF APOCALYPSE, TO HURT YOU THROUGH THOSE YOU CARE FOR MOST.


FILE ASKANI:
BEGINNINGS.
SIDEREAL SCANTIME SLIDELINK, POSITIVE ARC, TOP OF THE TOWER, ABYSS BEHIND, WORSE AHEAD.
SEEMS AWFULLY MELODRAMATIC TO SAY...
...YOU'RE ALMOST OUR LAST HOPE.
IT'S THE TRUTH NONETHELESS BROTHERS.
BUT IT'S ALMOST LIKE TRADITION--
--RIP-ROARING FROM THE PRESENT TO SAVE THE FUTURE BY CHANGING THE PAST.
MAKES MY SKULL ACHE, ASKANI, JUST THINKING ABOUT IT.
CAN'T IMAGINE HOW YOU KEEP IT STRAIGHT.
BOAK'S READY WHEN YOU ARE.
I WAS BORN READY, DON T'CHA KNOW!
WE'VE ACHIEVED NEXUS-LOCK ON THE CHOSEN...
...AT THE MOST CRITICAL OF JUNCTURES.
WE KNOW ALMOST NOTHING OF THE SPECIFICS OF HIS PREDICAMENT, ASKANI. YOU'LL PRETTY MUCH HAVE TO IMPROVISE.
BOAK, IT'S MY PLAN, REMEMBER? PLEASE TRUST ME TO DO IT RIGHT.
NEVER A DOUBT. IT'S JUST...
...THIS IS A ONE-WAY TICKET, ASKANI.
IF I SUCCEED, THIS ENTIRE NODE'LL BE OVERTURNED, EVERYTHING UP FOR GRABS, NO FORETELLING ON HOW YOU'LL COME OUT, OR EVEN IF.
BUT FAILURE, BROTHERS...
...SEE WHAT THAT MEANS, LOOK OUT THE WINDOW.
DEAD EITHER PATH.
RATHER HAVE IT MAKE A DIFFERENCE. MAYBE MAKE THINGS BETTER.


TOO MUCH DISTORTION IN THE TIMESTREAM-- AT THIS END, DUE TO APOCALYPSE, AT THE OTHER FOR LIGHT KNOWS WHAT REASON--
--CAN'T SEND BODIES ANYMORE.
THAT'S WHY IT CAME DOWN TO ME.
PRECEDENT IN 'THE FAMILY' FOR TIME-FLYING.
DISCORPORATE AT DEPARTURE.
TRANSIT IN A STATE OF PURE ENERGY...
...TRUSTING TECHNOLOGY TO HOLD MY BEING COHERENT ALONG THE WAY...
...REINTEGRATE ON ARRIVAL.
SOUNDS SO NEAT, SO SIMPLE, SO EASY.
JUST LIKE DEATH AND RESURRECTION.
I'M ENERGY STILL, CAST FOR CONVENIENCE IN THE SHAPE OF THE WOMAN I WAS, HELD TOGETHER PRETTY MUCH BY FORCE OF WILL.
EVEN STUBBORN AS I AM, THAT'LL ONLY TAKE ME SO FAR.
ENOUGH THOUGH, I FIGURED, TO DO THE JOB.
ONLY I'M NOT AS LUCKY AS SOME WHO WENT BEFORE ME.
I DON'T END UP "ALIVE" IN ANY ORGANIC SENSE.
DIDN'T COUNT ON SCREWING UP RIGHT OFF, AND MAKING MATTERS WORSE.

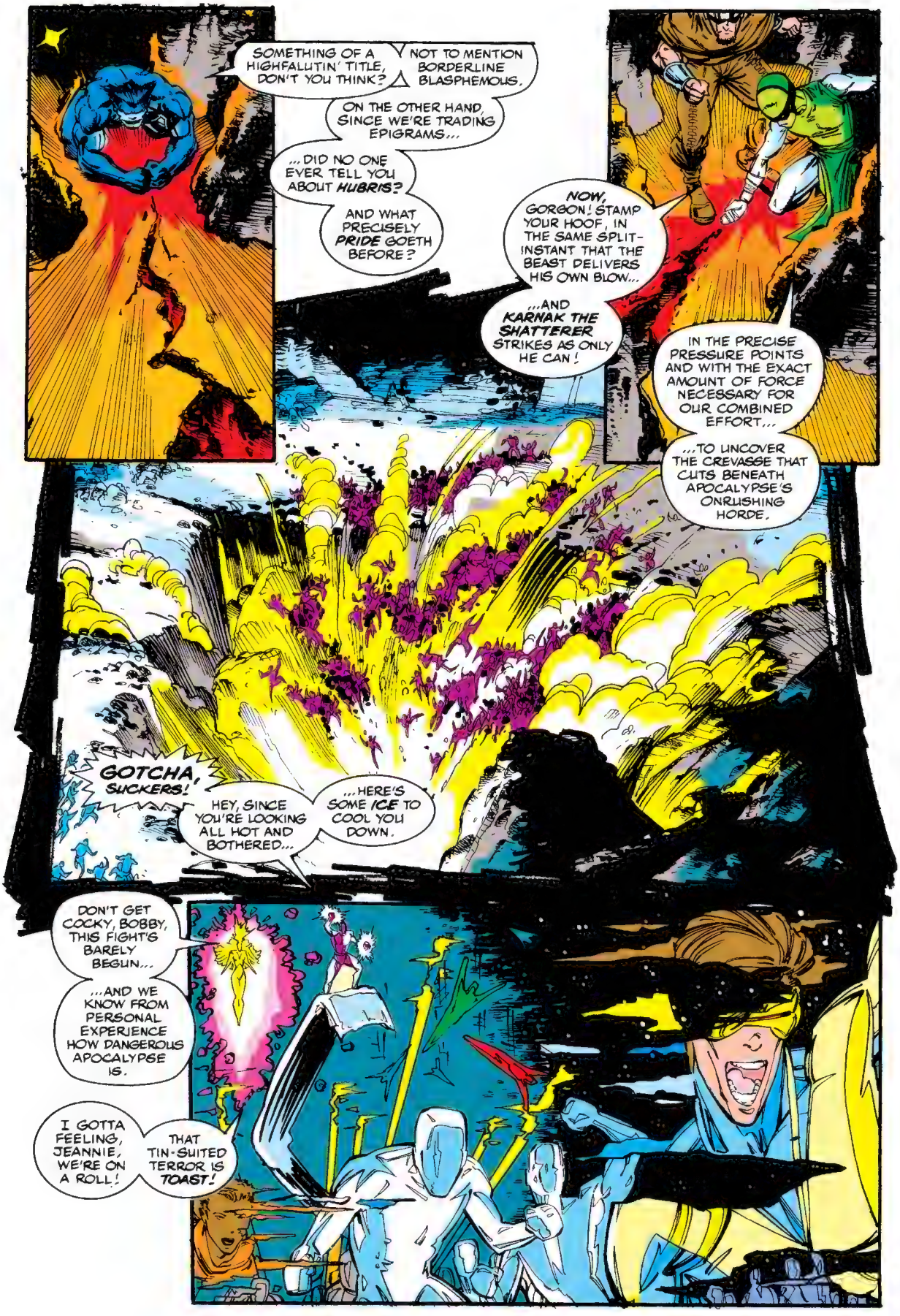

AND ON THE MOON...
...SO, IN THOSE FINAL NANOSECONDS BEFORE THE EXPLOSION...
...SHIP AND I MANAGED TO DOWNLOAD THE CORE ELEMENTS OF HIS PERSONALITY INTO A SURVIVAL MODULE HE FORMED ABOUT THE LOT OF US.
WHICH TURNED OUT, THANKFULLY, TO BE STRONG ENOUGH TO RIDE OUT THE BLAST.
ADDS A WHOLE NEW DIMENSION, HANK, TO THE NOTION OF "THINKING FAST!"
AND THEN SOME!
THERE WAS A PRISTINE CRYSTAL CLARITY TO OUR LINKAGE, ROBERT, A SENSE OF INFINITE POSSIBILITIES AND CAPABILITIES--!
REALLY LIKED IT, HUH?
APOCALYPSE HAS USED INHUMAN SLAVES...
...AND THE SUBSTANCE OF OUR OWN CITY...
...TO CONSTRUCT HIS STRONGHOLD.
BUT IF ONLY A COMPARATIVE HANDFUL OF YOUR PEOPLE HAVE JOINED HIM, GORGON...
...SURELY YOU HAVE FORCES SUFFICIENT TO MOUNT AN EFFECTIVE ASSAULT.
BLACK BOLT INSISTS ON CIRCUMSPECTION.
BECAUSE OF OUR PROXIMITY TO THE HOME OF THE WATCHER.
BLACK BOLT--!
THAT FLASH?!
CYKE--TROUBLE!
THE RIDERS OF THE STORM!

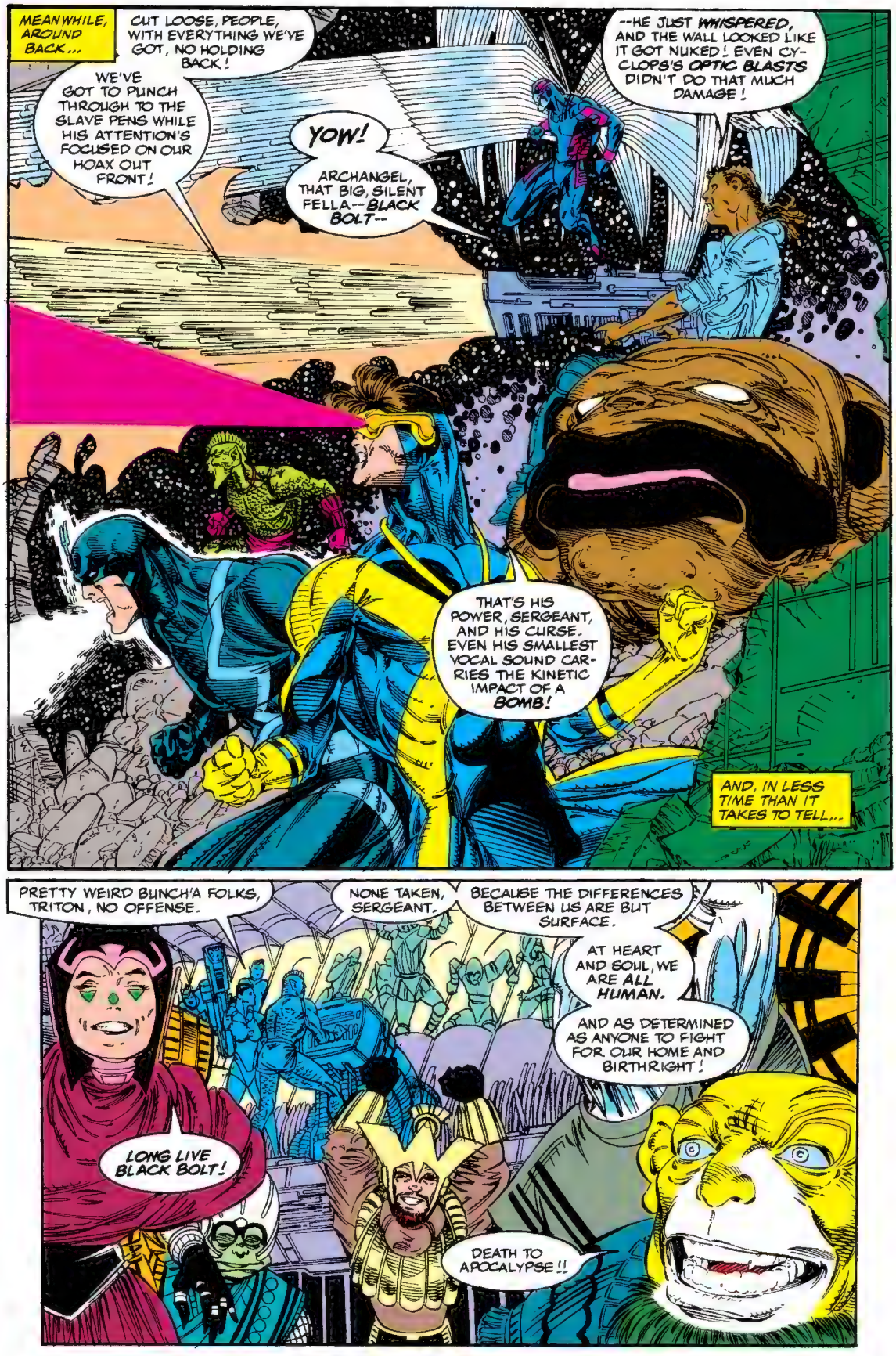

O SAY DO YOU SEE, DEAR GAUNTLET...
...WHO OUR BELOVED COUSINS HAVE RESCUED!
WILL WONDERS NEVER CEASE?
STRIKES ME, FIRST AND FOREMOST WONDER OF WONDERS...
...IS THE DAY YOU SHUT UP...
...AN' LET THE MOMENT SPEAK FOR ITSELF!
AND MISS THE SHEER, UNTRAMMELED JOY OF HEARING MYSELF SPEAK?
DON'T DO THE ICEBOX TOO MUCH HARM.
OUR MASTER WANTS X-FACTOR WHOLE AND HEARTY FOR THE MAIN EVENT...
...WHEN HE KILLS THEM HIMSELF.
FTZASISK!
APOCALYPSE MEANS TO GOAD US INTO A DIRECT ATTACK.
IN THAT CASE, GORGON, WHAT'RE WE WAITING FOR--
--I SAY, LET'S GIVE THE MAN EXACTLY WHAT HE WANTS!


MY MOST DREAD LORD APOCALYPSE...
...THE INFANT RESISTS US.
HE MAY NOT YET POSSESS THE WORDS WITH WHICH TO LABEL SUCH FEELINGS...
...BUT HE KNOWS FULL WELL I AM HIS ENEMY.
HIS OBLITERATION GUARANTEES MY ULTIMATE PREEMI-NENCE.
AS DOES HIS SURVIVAL, QUITE POSSIBLY MY ULTIMATE UNDOING.
WHICH IS WHY, THOUGH I WOULD MUCH PREFER SUBORNING HIM TO MY CAUSE...
...I DEEM IT BEST TO PUT AN END TO THE BRAT.
THIS IS A REVELATION TO YOU, SCIENTIST?
I AM ANATHEMA TO EVERY FIBER OF BOTH HIS BEING AND CHARACTER.
AND IN WHAT MORE FITTING MANNER THAN BY ABSORBING HIS LIFE ESSENCE INTO MY OWN.
MASTER!
A LARGE FORCE OF INHUMANS HAS MASSED OUTSIDE THE FORTRESS!
THEY APPEAR TO BE MARSHALLING FOR AN ATTACK!
IS THAT SO?
AND HOW, PRAY TELL, CAN THAT BE...
...WHEN WE SUPPOSEDLY HAVE THEIR ENTIRE POPULATION...
...UNDER LOCK AND KEY?


OKAY, TROOPS!
LET'S MOVE IT!
GOOD PUPPY. NICE PUPPY. THERE'S MY LOVELY LOCKJAW.
BEHAVE YOURSELF, PLEASE!
MANOMAN, THEY ARE NEVER GONNA BELIEVE THIS BACK AT THE PRECINCT!
I'M ON THE MOON, FOR CRYING OUT LOUD!
THIS IS SO TOTALLY NUTS!
I EMPATHIZE WITH SERGEANT JONES'S EXCITEMENT AND APPREHENSION, BEAST.
I DELIGHT IN THE OPPORTUNITY -- THROUGH THESE HOLOGRAPHIC MANIFESTATIONS -- TO STRIKE BACK AT MY TORMENTOR.
YET DESPAIR THAT HE WILL SOMEHOW SEE THROUGH MY DECEPTIONS.
EACH SECOND WE BUY HERE, SHIP...
...GIVES THE OTHERS A BETTER CHANCE OF SUCCESS.
I ONLY HOPE, WHEN IT'S MY AND GORGON AND KARNAK'S TURN...
...WE DO HALF AS WELL.
OF THAT, DEAR FRIEND, I HAVE NO DOUBT.
BEHOLD, COMRADES-- OUR FOE!

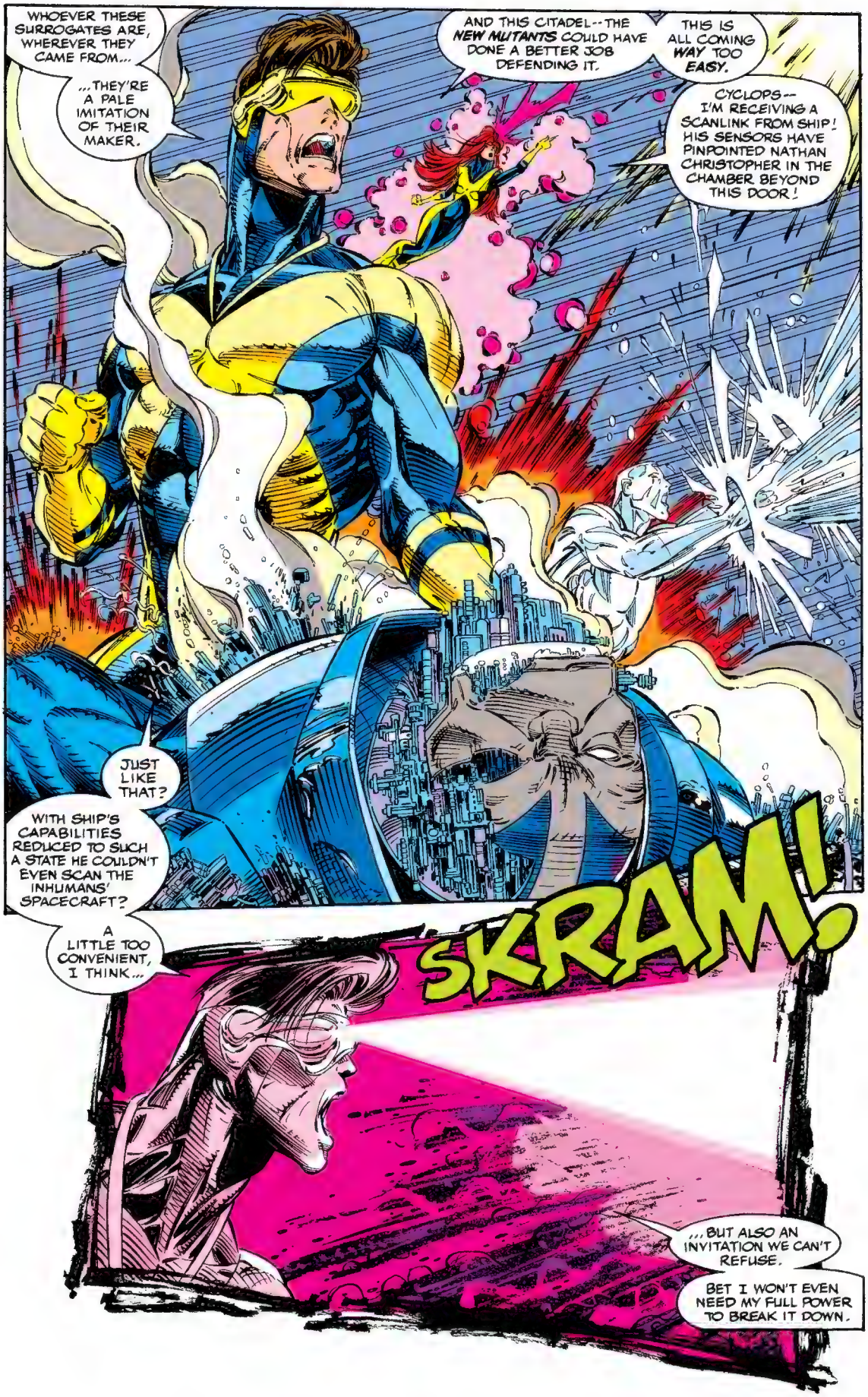

"IN ALL HIS GLORY!"
"OH MY STARS AND GARTERS--I COUNT FIVE SEPARATE APOCALYPSES!"
LOOK ON ME, YE MUTANTS AND INHUMANS AND DESPAIR!
HAVE YOU NOT YET REALIZED, POOR DELUDED SIMPLETONS?
ALL THINGS ARE POSSIBLE...
...TO A LORD OF CREATION!


SOMETHING OF A HIGHFALUTIN' TITLE, DON'T YOU THINK?
NOT TO MENTION BORDERLINE BLASPHEMOUS.
ON THE OTHER HAND, SINCE WE'RE TRADING EPIGRAMS...
...DID NO ONE EVER TELL YOU ABOUT HUBRIS?
AND WHAT PRECISELY PRIDE GOETH BEFORE?
NOW, GORGON! STAMP YOUR HOOF, IN THE SAME SPLIT-INSTANT THAT THE BEAST DELIVERS HIS OWN BLOW...
...AND KARNAK THE SHATTERER STRIKES AS ONLY HE CAN!
IN THE PRECISE PRESSURE POINTS AND WITH THE EXACT AMOUNT OF FORCE NECESSARY FOR OUR COMBINED EFFORT...
...TO UNCOVER THE CREVASSE THAT CUTS BENEATH APOCALYPSE'S ONRUSHING HORDE.
GOTCHA, SUCKERS!
HEY, SINCE YOU'RE LOOKING ALL HOT AND BOTHERED...
...HERE'S SOME ICE TO COOL YOU DOWN.
DON'T GET COCKY, BOBBY, THIS FIGHT'S BARELY BEGUN...
...AND WE KNOW FROM PERSONAL EXPERIENCE HOW DANGEROUS APOCALYPSE IS.
I GOTTA FEELING, JEANNIE, WE'RE ON A ROLL!
THAT TIN-SUITED TERROR IS TOAST!

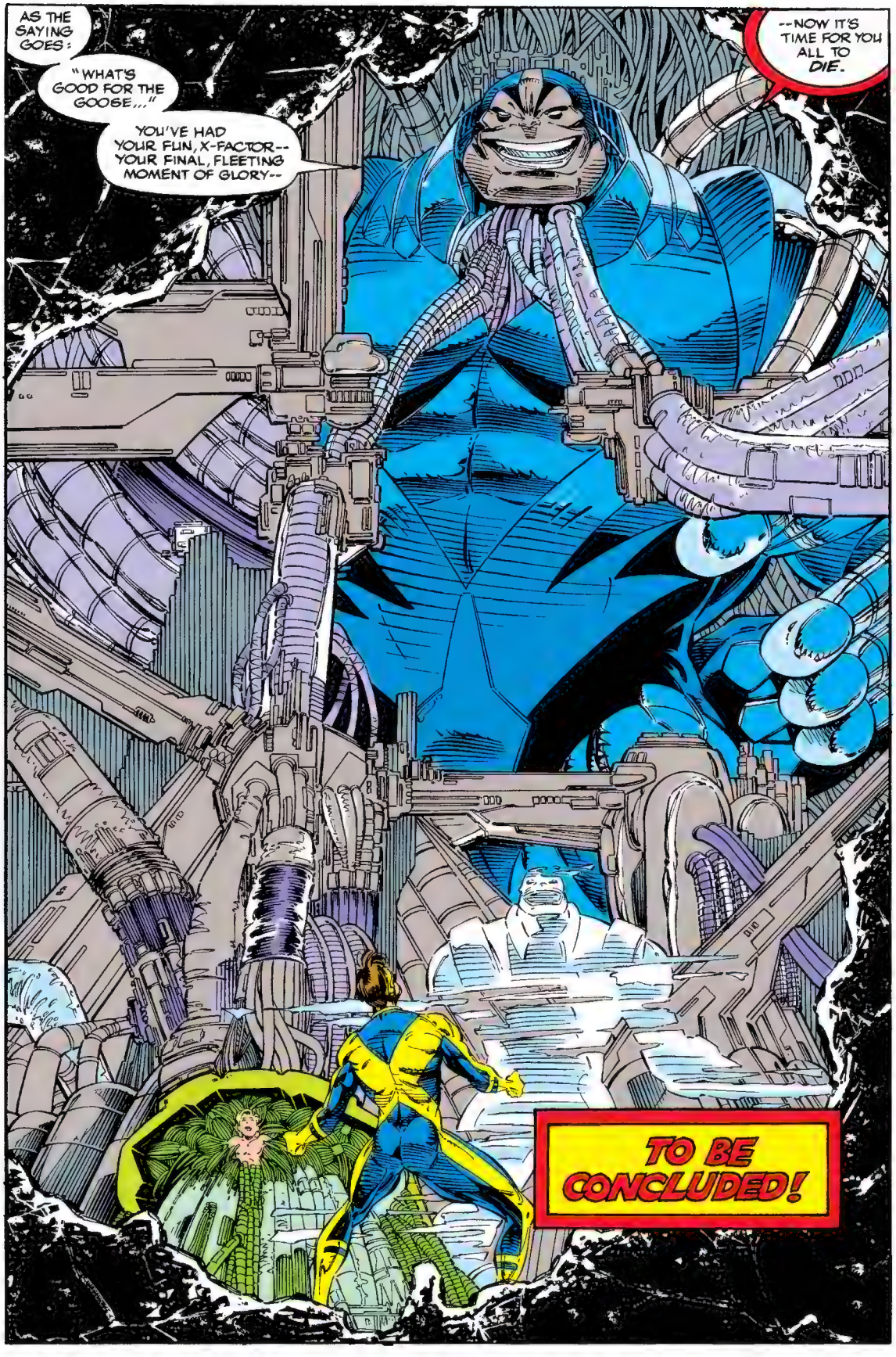

MEANWHILE, AROUND BACK...
CUT LOOSE, PEOPLE, WITH EVERYTHING WE'VE GOT, NO HOLDING BACK!
WE'VE GOT TO PUNCH THROUGH TO THE SLAVE PENS WHILE HIS ATTENTION'S FOCUSED ON OUR HOAX OUT FRONT!
YOW!
ARCHANGEL, THAT BIG, SILENT FELLA--BLACK BOLT--
--HE JUST WHISPERED, AND THE WALL LOOKED LIKE IT GOT NUKED! EVEN CYCLOPS'S OPTIC BLASTS DIDN'T DO THAT MUCH DAMAGE!
THAT'S HIS POWER, SERGEANT, AND HIS CURSE. EVEN HIS SMALLEST VOCAL SOUND CARRIES THE KINETIC IMPACT OF A BOMB!
AND, IN LESS TIME THAN IT TAKES TO TELL...
PRETTY WEIRD BUNCH'A FOLKS, TRITON, NO OFFENSE.
NONE TAKEN, SERGEANT.
BECAUSE THE DIFFERENCES BETWEEN US ARE BUT SURFACE.
AT HEART AND SOUL, WE ARE ALL HUMAN.
AND AS DETERMINED AS ANYONE TO FIGHT FOR OUR HOME AND BIRTHRIGHT!
LONG LIVE BLACK BOLT!
DEATH TO APOCALYPSE!!


AS WE AGREED, BOLT, YOU AND YOUR PEOPLE HANDLE THE ARMY AND THE RIDERS OF THE STORM.
I WISH YOU THE BEST, AND HOPE YOU AND YOURS DON'T COME THROUGH THIS HURT ANY MORE THAN YOU ALREADY ARE.
FOR ARCHANGEL'S SAKE, LOOK AFTER SERGEANT JONES, WHERE WE'RE GOING, SHE CAN'T FOLLOW, NO MATTER HOW MUCH SHE MAY WANT TO.
BECAUSE WE'RE GOING AFTER APOCALYPSE HIMSELF!


I WONDER IF ANY OF THE OTHERS RECOGNIZE WHERE WE ARE.
I THOUGHT THE TERRAIN OUTSIDE LOOKED FAMILIAR, BUT IT WASN'T UNTIL WE CAME INTO THIS CATACOMB LABYRINTH THAT I WAS SURE.
THESE ARE THE TUNNELS WHERE I FLED AT THE LAST...
...WHEN THE SHI'AR IMPERIAL GUARD FOUGHT THE X-MEN FOR MY LIFE.
AND I KNEW IF I SURVIVED, I'D ONCE MORE BECOME DARK PHOENIX!
IT CAN'T BE REAL-- THAT WASN'T ME-- YET THE MEMORY'S MINE AND TRUE. I FEEL THAT WITH EVERY FIBER OF MY BEING!
THIS IS WHERE I DIED!*
* IN THE JUSTIFIABLY CLASSIC X-MEN #137. -- BOB
I AM PULLING THE MOST TOTALLY BIZARRE VIBES OFF THE OTHERS.
CAN'T SAY I BLAME 'EM.
THE BLUE AREA OF THE MOON IS A HARD ENOUGH REALITY TO TAKE ON ITS OWN-- I MEAN, AN OASIS OF EARTHLY ATMOSPHERE AND ENVIRONMENT ON A WORLD WHERE EVERY PLACE ELSE IS A HARD VACUUM, PRETTY WEIRD MAN--
--WITHOUT ALL THE TEAM HISTORY THAT GOES ALONG WITH IT.
THE OTHERS WHO WERE ACTUALLY HERE-- JEAN ESPECIALLY-- THE MEMORY MUST BE HITTING THEM PRETTY HARD.
MY WINGS KNOW HOW TO MANEUVER IN THESE CONFINED SPACES. THEY'RE GUIDING ME UNERRINGLY.
LIKE THEY KNEW THIS PLACE!
MAYBE IT'S NO ACCIDENT TO FIND APOCALYPSE HERE.
DEAR LORD, WAS IT ONE OF HIS WEAPONS THAT DESTROYED DARK PHOENIX?
IS HE HOPING NOW FOR A SHOT AT JEAN HERSELF?!


WHOEVER THESE SURROGATES ARE, WHEREVER THEY CAME FROM...
...THEY'RE A PALE IMITATION OF THEIR MAKER.
AND THIS CITADEL--THE NEW MUTANTS COULD HAVE DONE A BETTER JOB DEFENDING IT.
THIS IS ALL COMING WAY TOO EASY.
CYCLOPS--I'M RECEIVING A SCANLINK FROM SHIP! HIS SENSORS HAVE PINPOINTED NATHAN CHRISTOPHER IN THE CHAMBER BEYOND THIS DOOR!
JUST LIKE THAT?
WITH SHIP'S CAPABILITIES REDUCED TO SUCH A STATE HE COULDN'T EVEN SCAN THE INHUMANS' SPACECRAFT?
A LITTLE TOO CONVENIENT, I THINK...
SKRAM!
...BUT ALSO AN INVITATION WE CAN'T REFUSE.
BET I WON'T EVEN NEED MY FULL POWER TO BREAK IT DOWN.

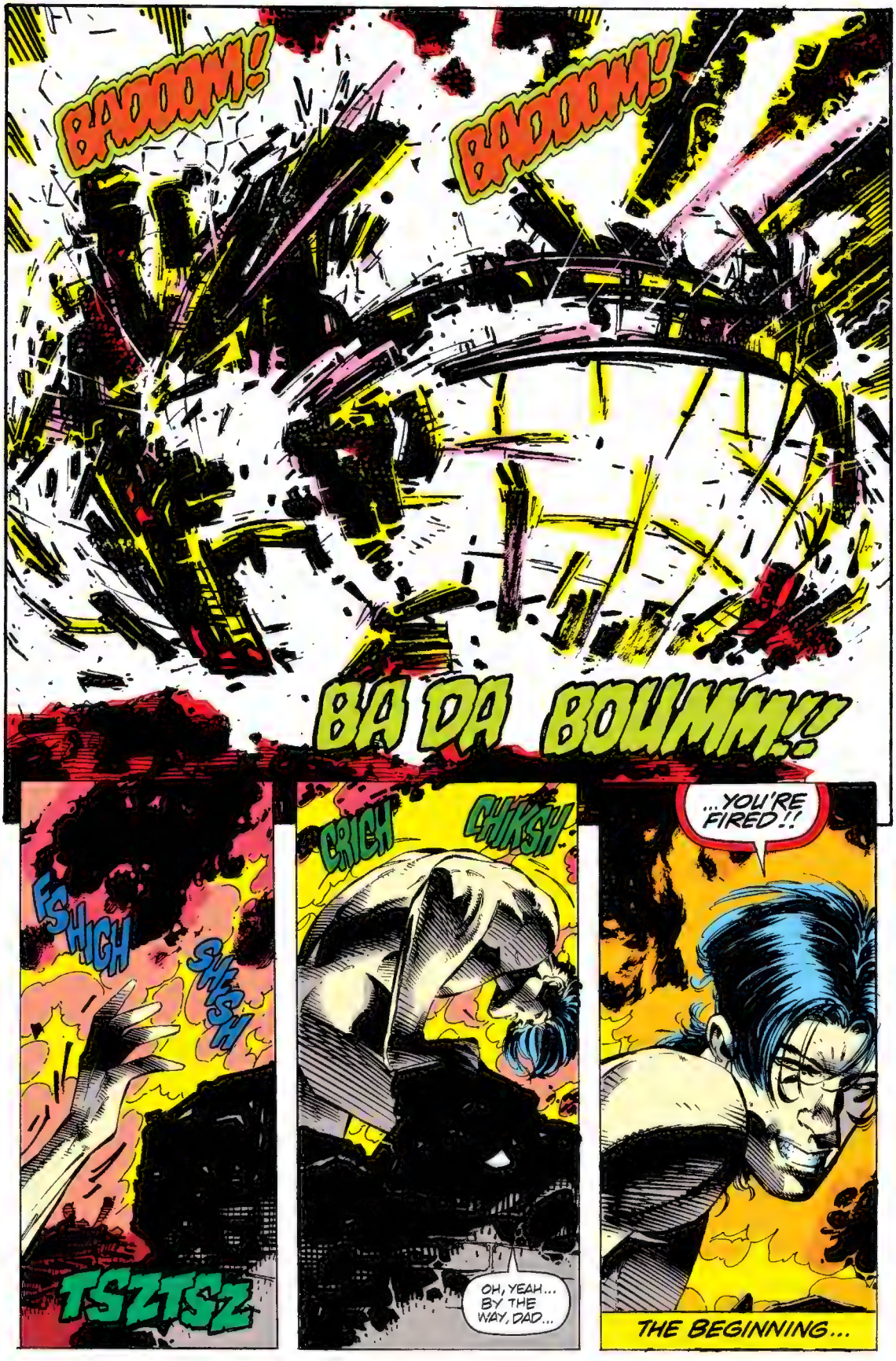

GIVE X-FACTOR'S LEADER A CIGAR.
YOUR DEDUCTIVE FACULTIES, CYCLOPS, WOULD DO YOUR MENTOR CHARLES XAVIER PROUD.
BESTOW ON YOUR PATER YOUR MOST WINNING SMILE, LITTLE LAD...
...A LAST FOND MEMORY TO CARRY WITH HIM TO HIS GRAVE.
YOU MAY HAVE US RIGHT WHERE YOU THINK YOU WANT US, APOCALYPSE...
...BUT I GUARANTEE YOU'RE THE ONE...
...WHO'S GOING TO REGRET IT!
DEAR BOY DEAR BOY...
ZARK!
...DO YOU THINK YOU'RE THE ONLY ONE...
...CAPABLE OF RESORTING TO HOLOGRAMS?
NOT TO MENTION THE ODD DECEPTION.
HA HA H
A HA HA


AS THE SAYING GOES:
"WHAT'S GOOD FOR THE GOOSE..."
YOU'VE HAD YOUR FUN, X-FACTOR-- YOUR FINAL, FLEETING MOMENT OF GLORY--
--NOW IT'S TIME FOR YOU ALL TO DIE.
TO BE CONCLUDED!

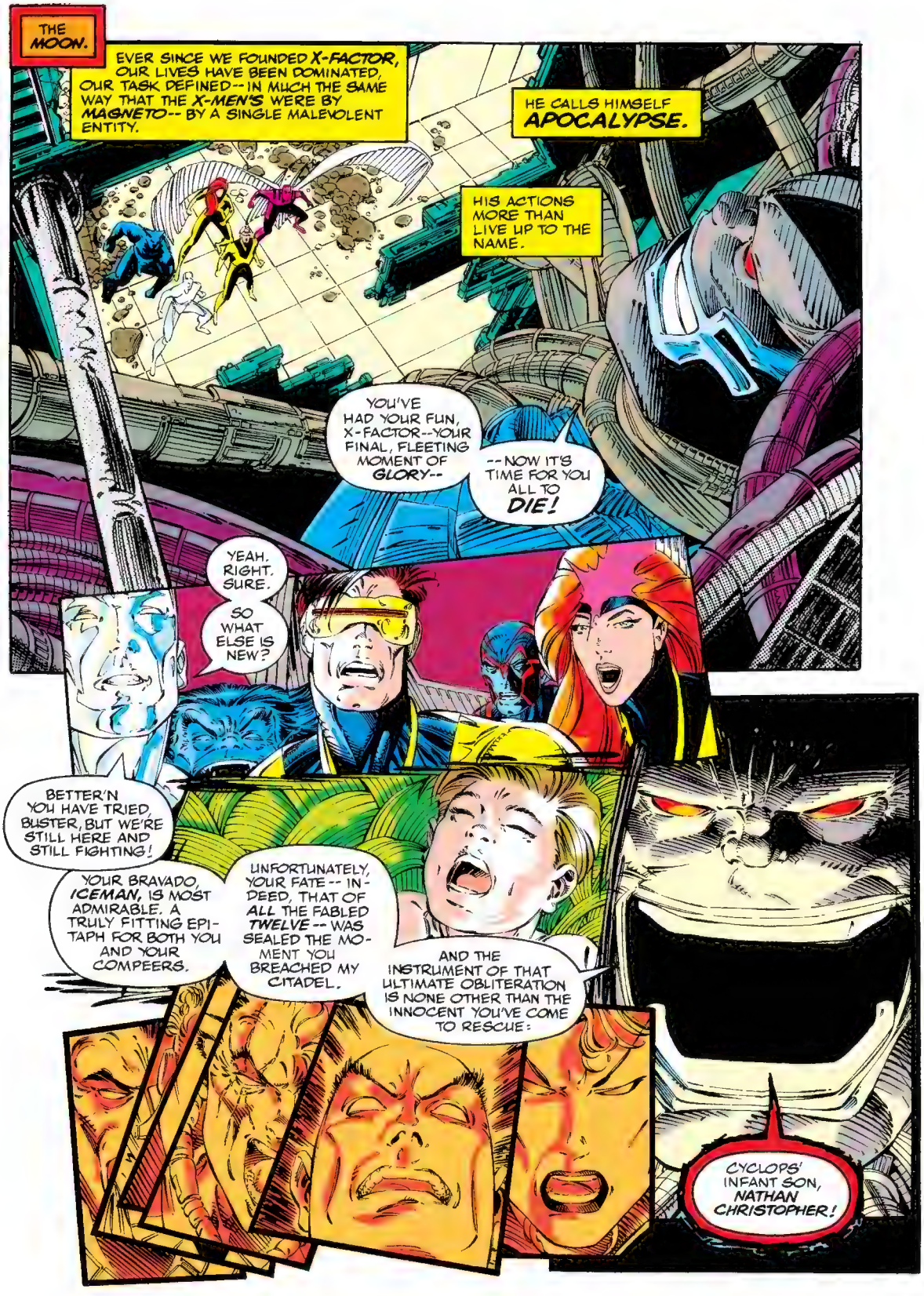

PROLOGUE
THIRTY THREE MILES OUTSIDE OF INTERLAKEN, SWITZERLAND, IN THE BERNER ALPEN RANGE, STANDS A VERY PRIVATE MOUNTAIN CHALET.
ITS OWNER IS SEBASTIAN SHAW, THE C.E.O. AND PRINCIPAL SHAREHOLDER OF SHAW INDUSTRIES AND UNTIL TEN MINUTES AGO, ONE OF THE RICHEST MEN IN THE WORLD...
I HAVE BEEN WHAT?!
SIR-- PLEASE--!
HOW CAN YOU TELL ME I'VE BEEN BOUGHT OUT ?
HOW CAN I HAVE LOST CONTROL OF THE VERY COMPANY I FOUNDED ?
SMAK
HAVE I SURROUNDED MYSELF WITH INCOMPETENTS?
BETWEEN THE KEATING FIASCO, MILITARY CUT-BACKS AND MY OWN PRE-OCCUPATIONS-- I KNEW THERE WERE PROBLEMS, BUT...
...WHO COULD HAVE DONE THIS TO ME? WHO HAS STOLEN MY FIRM FROM UNDER MY VERY NOSE?!
THAT WOULD BE ME, POPS.
SHINOBI?!
FOR AS OFTEN AS YOU SEE ME, I'M SURPRISED YOU REMEMBER YOUR OWN SON'S NAME!


HOW COULD YOU DO THIS TO ME, SHINOBI?
YOU HAVE TAKEN THE LIFEBLOOD FROM MY VERY VEINS!
DO YOU HAVE ANY IDEA WHAT YOU HAVE DONE?!
MY COMPANIES WERE NOT SOLELY A MEANS OF CAPITAL GAIN --
--THEY WERE THE LEGITIMATE FRONT I EMPLOYED IN MY WORLD-WIDE COVERT MUTANT OPERATIONS! BUT MORE --
--I WAS BORN TO DIRT AND I STRUGGLED TO GOLD!
ALL MY LIFE I'VE SOUGHT A POSITION OF POWER AND STATURE!
AND YOU'VE TAKEN THAT FROM ME!?!
YOU PRESUMTUOUS, ARROGANT UPSTART! I WOULD SOONER SEE YOU DEAD THAN LOSE ALL I'VE WORKED TOWARDS!
SO-- I'VE-- NOTICED--


OH--BY THE WAY, PORS--
--THAT MY LATENT MUTANT ABILITIES HAVE KICKED IN?
--DID I REMEMBER TO TELL YOU IN MY LAST LETTER--
URK
KIND OF FUNKY POWERS, ACTUALLY...
I CAN CONTROL MY MOLECULAR DENSITY...
SIZZ SSZZ
...YEAH, CAN DO ALL KINDS OF THINGS WITH IT...
...PEEK INTO THE GIRL'S SHOWER ROOM... TAKE A CROWBAR TO THE CHIN...
...INDUCE MASSIVE CORONARY SEIZURES...
AAAGH!
NNRGGH!!
SSZZ&Z
...GEEZ... THAT MUST HURT!
SPEAKING OF WHICH... DO YOU THINK THAT SINCE MY POWERS ARE SO MUCH MORE LIKE MY "UNCLE" LELAND'S...
BEEP BEEP
...THAT YOU'RE NOT MY REEEAL DADDY?
I'LL--KILL--YOU--FOR--THIS--
I RATHER DOUBT THAT, DADDY-O.
BEEP BEEP BEEP BEEP BEEP BEEP


BADOOOM!
BADOOOM!
BA DA BOUMM!!
FSHIGH
SHKSH
TSZTSZ
CRICH
CHIKSH
OH, YEAH... BY THE WAY, DAD...
...YOU'RE FIRED!!
THE BEGINNING...


MARVEL COMICS
X-FACTOR
TM
© 1991 MARVEL ENT GROUP INC
$1.00 US
$1.25 CAN
68
JULY
02145
APPROVED BY THE COMICS CODE
AUTHORITY
BITTER SACRIFICE!


THE MOON.
EVER SINCE WE FOUNDED X-FACTOR, OUR LIVES HAVE BEEN DOMINATED, OUR TASK DEFINED -- IN MUCH THE SAME WAY THAT THE X-MEN'S WERE BY MAGNETO -- BY A SINGLE MALEVOLENT ENTITY.
HE CALLS HIMSELF APOCALYPSE.
HIS ACTIONS MORE THAN LIVE UP TO THE NAME.
YOU'VE HAD YOUR FUN, X-FACTOR--YOUR FINAL, FLEETING MOMENT OF GLORY--
--NOW IT'S TIME FOR YOU ALL TO DIE!
YEAH. RIGHT. SURE.
SO WHAT ELSE IS NEW?
BETTER'N YOU HAVE TRIED, BUSTER, BUT WE'RE STILL HERE AND STILL FIGHTING!
YOUR BRAVADO, ICEMAN, IS MOST ADMIRABLE. A TRULY FITTING EPITAPH FOR BOTH YOU AND YOUR COMPEERS.
UNFORTUNATELY, YOUR FATE -- INDEED, THAT OF ALL THE FABLED TWELVE -- WAS SEALED THE MOMENT YOU BREACHED MY CITADEL.
AND THE INSTRUMENT OF THAT ULTIMATE OBLITERATION IS NONE OTHER THAN THE INNOCENT YOU'VE COME TO RESCUE:
CYCLOPS' INFANT SON, NATHAN CHRISTOPHER!

FINALE

THE GERMAN PHILOSOPHER NIETZSCHE WROTE, "*WHATEVER DOES NOT KILL ME MAKES ME STRONGER.*" IN THE WORLD APOCALYPSE DREAMS OF, ONLY THE STRONG SURVIVE, AND THE VERY STRONGEST RULE.

OF COURSE, IT'S ***HIMSELF*** HE ALWAYS SEES ON THAT THRONE.

AND ***US*** WHO ALWAYS SEEM TO GET IN HIS WAY.

FROM THE FIRST, I'VE SUSPECTED THIS ENTIRE CAPER OF GOING TOO EASILY. EVER SINCE WE STARTED OUR ATTACK, I'VE BEEN CERTAIN OF IT.

WE'RE HERE BECAUSE APOCALYPSE WANTS IT, BECAUSE IN SOME MANNER HE ***NEEDS*** US,

EVEN NOW, IN HIS INNERMOST SANCTUM, SUPPOSEDLY FACE-TO-FACE WITH THE VILLAIN HIMSELF, HE STILL REFUSES TO CONFRONT US DIRECTLY...

...INSTEAD CHOOSING TO STRIKE THROUGH HIS INHUMAN SURROGATES, HIS LATEST BAND OF FLUNKIES, THE ***RIDERS OF THE STORM.***

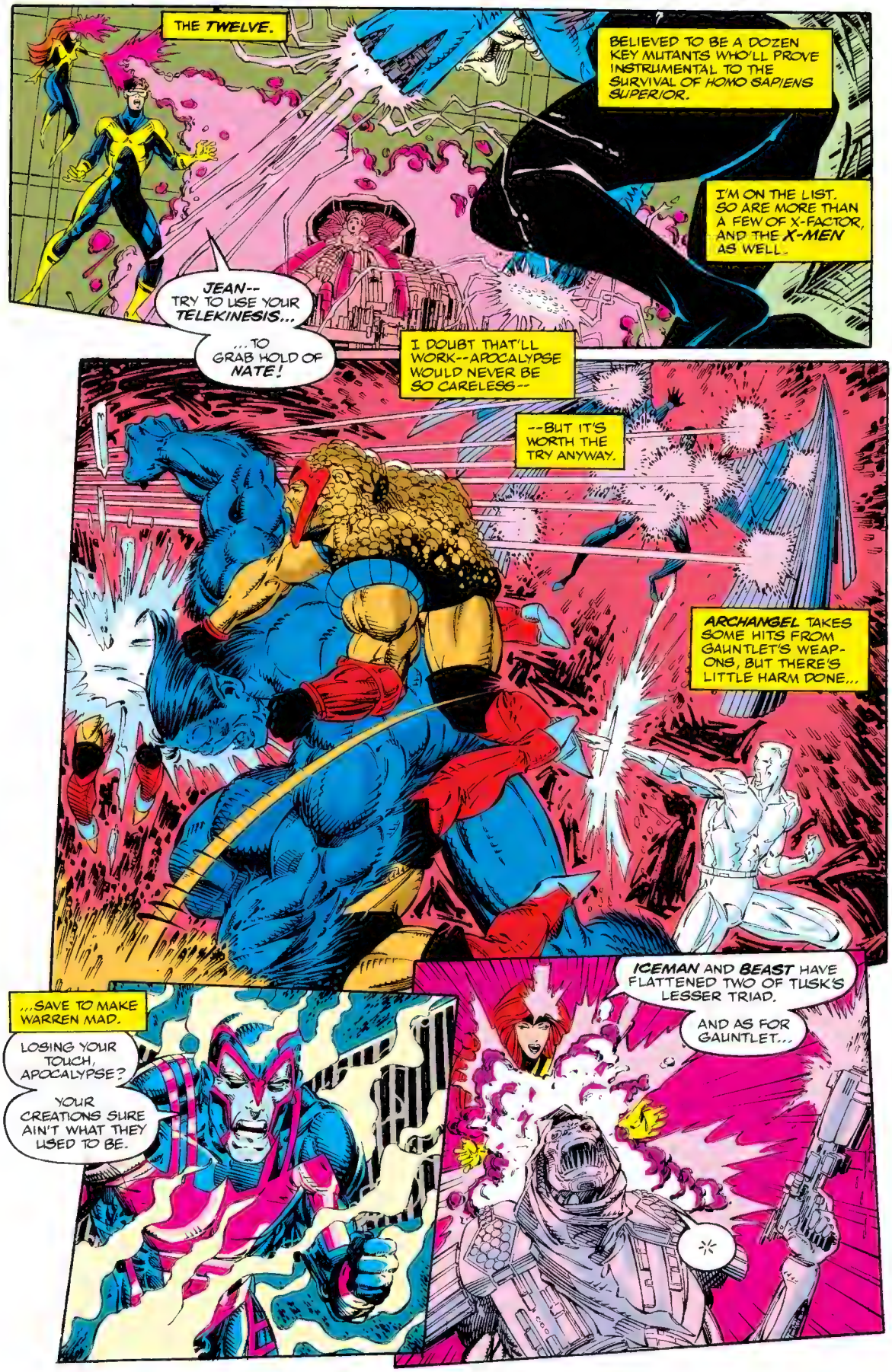
LEFT TO RIGHT, TEAM, THAT'S ***GAUNTLET, TUSK,*** AND ***BARRAGE!***

REMEMBER HOW WE FOUGHT THEM LAST TIME*, BUT DON'T EXPECT THE SAME STRATEGIES TO WORK TWICE.

*X-FACTOR #67.--BOB

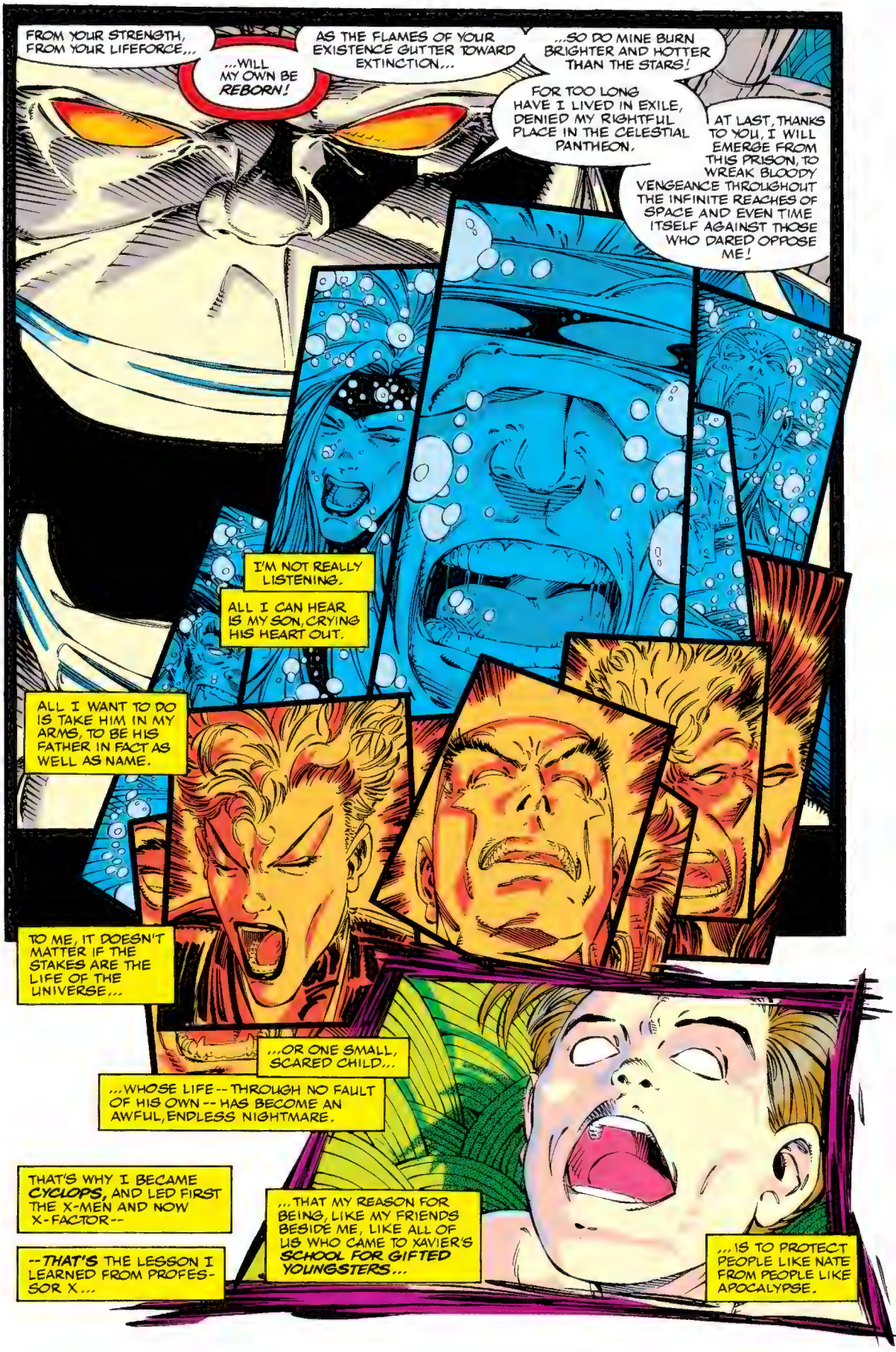
A ***STAN LEE*** PRESENTATION, STARRING
X-FACTOR

BY ***WHILCE PORTACIO*** & ***JIM LEE*** PLOT • ***CHRIS CLAREMONT*** SCRIPT
WHILCE PORTACIO PENCILS • ***ART THIBERT*** INKS • ***MICHAEL HEISLER*** LETTERS
DANA MORESHEAD COLORS • ***BOB HARRAS*** EDITOR • ***TOM DeFALCO*** EDITOR IN CHIEF

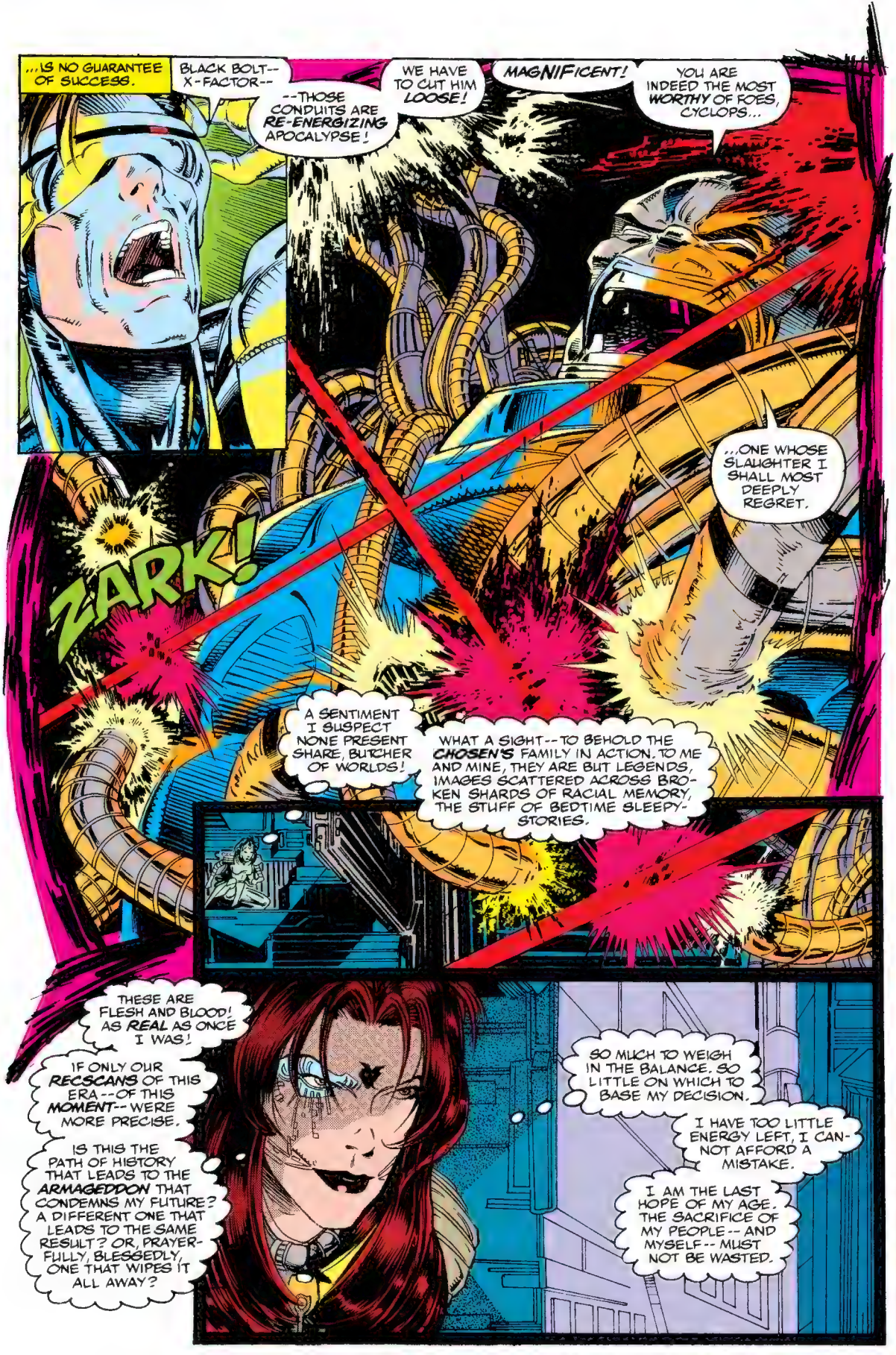

THE TWELVE.
BELIEVED TO BE A DOZEN KEY MUTANTS WHO'LL PROVE INSTRUMENTAL TO THE SURVIVAL OF HOMO SAPIENS SUPERIOR.
I'M ON THE LIST. SO ARE MORE THAN A FEW OF X-FACTOR, AND THE X-MEN AS WELL.
JEAN-- TRY TO USE YOUR TELEKINESIS...
...TO GRAB HOLD OF NATE!
I DOUBT THAT'LL WORK--APOCALYPSE WOULD NEVER BE SO CARELESS--
--BUT IT'S WORTH THE TRY ANYWAY.
ARCHANGEL TAKES SOME HITS FROM GAUNTLET'S WEAPONS, BUT THERE'S LITTLE HARM DONE...
ICEMAN AND BEAST HAVE FLATTENED TWO OF TUSK'S LESSER TRIAD.
AND AS FOR GAUNTLET...
...SAVE TO MAKE WARREN MAD.
LOSING YOUR TOUCH, APOCALYPSE?
YOUR CREATIONS SURE AIN'T WHAT THEY USED TO BE.


SO EASY.
TOO EASY.
WHERE'S THE WILD CARD, APOCALYPSE'S ACE IN THE HOLE?
MY QUESTION'S NO SOONER ASKED, THAN ANSWERED.
SHE'S THE WIFE OF BLACK BOLT, LEADER OF THE INHUMANS-- A GENETICALLY ENGINEERED COMMUNITY WHO'D LONG AGO ABANDONED THE EARTH FOR THE PRESUMABLY SAFE HAVEN OF THE MOON--
--CAPTURED BY APOCALYPSE WHEN HE SEIZED CONTROL OF THEIR GREAT REFUGE.
EVIDENTLY, HE'S BEEN PLAYING WITH HER HEAD, BRAINWASHING HER-- AS HE ONCE DID ARCHANGEL-- INTO HIS SERVICE.
MY LOVE FOR JEAN IS COMMON KNOWLEDGE.
NO SURPRISE THEN, MY REACTION WHEN SHE'S STRUCK DOWN.
JEAN!
NOR BARRAGE'S RESPONSE TO MY SEEMING DISTRACTION.
CYKE AND JEAN ARE DOWN--
--HEY?!
SOME KIND OF WIND-- SPINNING ME AROUND!
CARELESS BOY.
FATAL MISTAKE, TURNING YOUR ATTENTION FROM ME.
I HOPE NOT.
BUT THE PAIN MAKES ME WISH IT WAS.


KWUDD!
SWEET DREAMS, FAIR FLIER.
SUCH A SHAME YOU'D FORGOTTEN MY SWEET SISTER, CRYSTAL...
...WHOSE PROVINCE IS THE NATURAL ELEMENTS, INCLUDING THE AIR.
I HATE BEING KNOCKED OUT.
MY FIRST AWARENESS IS MY HEAD POUNDING FIT TO BURST.
WE'RE ALL ALIVE.
WE'RE ALL PRISONERS.
STRANGE AS IT SEEMS, EVERYTHING'S GOING ACCORDING TO PLAN.
HOW NAIVE OF YOU, STUDENTS OF CHARLES XAVIER, TO TAKE ME AT MY WORD.
I'D HAVE THOUGHT YOUR REVERED MENTOR WOULD HAVE TAUGHT YOU BETTER.
TRUE, MY GOAL WAS TO WINNOW OUT THE CHAFF FROM THE WHEAT, THE WEAK FROM THE STRONG...
...BUT YOU NEVER ONCE THOUGHT TO QUESTION WHY?


FROM YOUR STRENGTH, FROM YOUR LIFEFORCE...
...WILL MY OWN BE REBORN!
AS THE FLAMES OF YOUR EXISTENCE GUTTER TOWARD EXTINCTION...
...SO DO MINE BURN BRIGHTER AND HOTTER THAN THE STARS!
FOR TOO LONG HAVE I LIVED IN EXILE, DENIED MY RIGHTFUL PLACE IN THE CELESTIAL PANTHEON.
AT LAST, THANKS TO YOU, I WILL EMERGE FROM THIS PRISON, TO WREAK BLOODY VENGEANCE THROUGHOUT THE INFINITE REACHES OF SPACE AND EVEN TIME ITSELF AGAINST THOSE WHO DARED OPPOSE ME!
I'M NOT REALLY LISTENING.
ALL I CAN HEAR IS MY SON, CRYING HIS HEART OUT.
ALL I WANT TO DO IS TAKE HIM IN MY ARMS, TO BE HIS FATHER IN FACT AS WELL AS NAME.
TO ME, IT DOESN'T MATTER IF THE STAKES ARE THE LIFE OF THE UNIVERSE...
...OR ONE SMALL, SCARED CHILD...
...WHOSE LIFE -- THROUGH NO FAULT OF HIS OWN -- HAS BECOME AN AWFUL, ENDLESS NIGHTMARE.
THAT'S WHY I BECAME CYCLOPS, AND LED FIRST THE X-MEN AND NOW X-FACTOR--
--THAT'S THE LESSON I LEARNED FROM PROFESSOR X...
...THAT MY REASON FOR BEING, LIKE MY FRIENDS BESIDE ME, LIKE ALL OF US WHO CAME TO XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS...
...IS TO PROTECT PEOPLE LIKE NATE FROM PEOPLE LIKE APOCALYPSE.

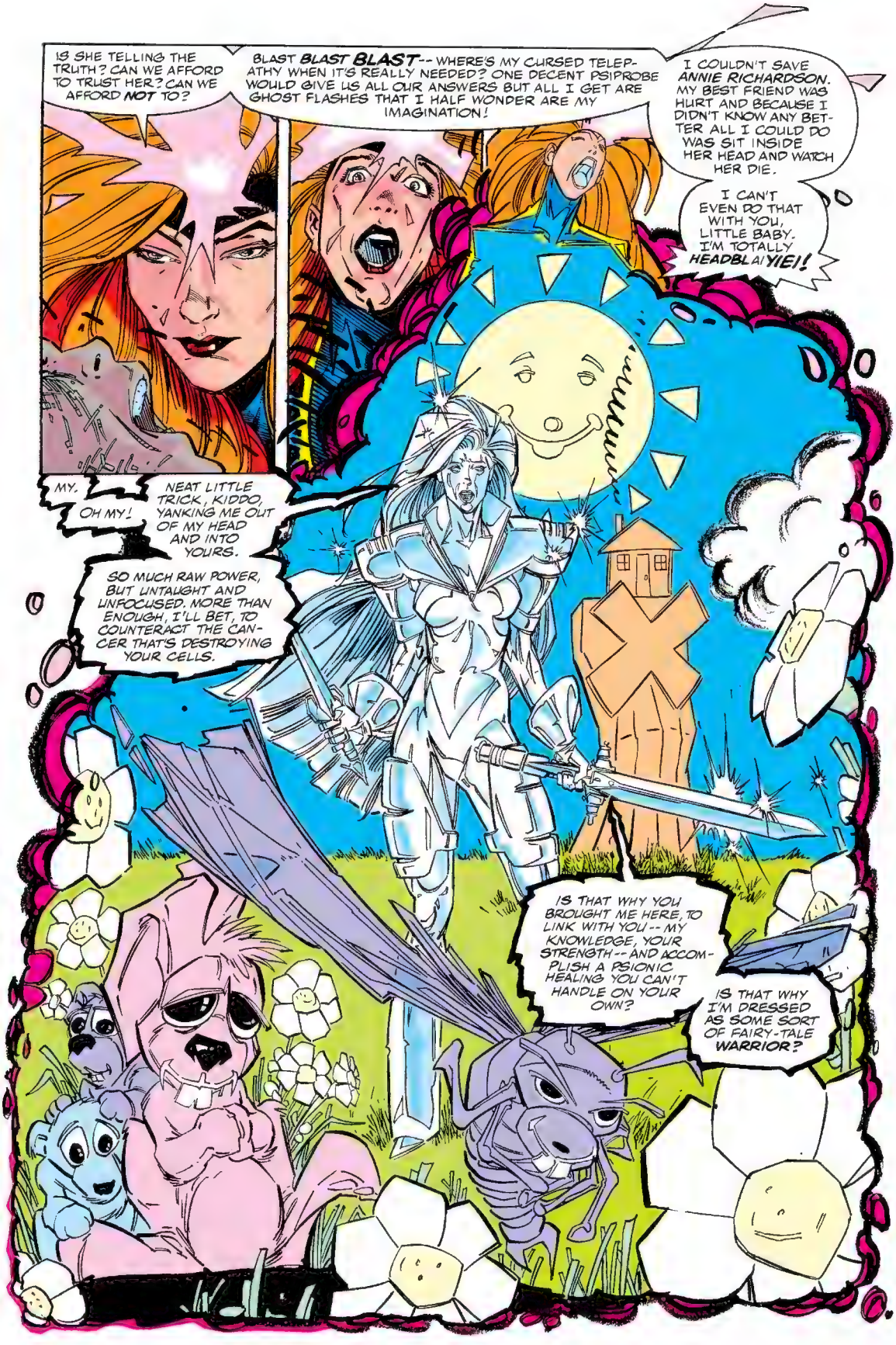

KRA
KOM!
OF COURSE, IT NEVER HURTS TO HAVE SOME HELP ALONG THE WAY.
WHILE WE OF X-FACTOR WENT AFTER APOCALYPSE...
...OUR ERSTWHILE ALLIES--BLACK BOLT AND HIS FELLOW MEMBERS OF THE INHUMAN ROYAL FAMILY (ALONG WITH ARCHANGEL'S LADY FRIEND, SGT. CHARLOTTE JONES OF THE NEW YORK POLICE DEPARTMENT)--WERE BUSY FREEING THE REST OF THEIR PEOPLE FROM THE CITADEL'S SLAVE PENS.
THAT DONE, THEY CAME TO OUR RESCUE.
EVER SINCE OUR FIRST ENCOUNTER, I'VE BEEN STUDYING APOCALYPSE--AS I DO ALL OUR FOES, NO MATTER HOW MINOR (ANOTHER OF PROFESSOR XAVIER'S LESSONS, HONED BY OCCASIONALLY BITTER EXPERIENCE)--TRYING TO LEARN AS MUCH AS POSSIBLE HOW HE THINKS.
THE BETTER TO BE AT LEAST A MOVE AHEAD OF HIM.
I'D HAVE SET THIS AS A TRAP, SO IT SEEMED PRUDENT FROM THE START TO PLAN ON THE ASSUMPTION THAT IT WAS.
UNFORTUNATELY, JUST BECAUSE A PLAN COMES BRILLIANTLY TOGETHER...


...IS NO GUARANTEE OF SUCCESS.
BLACK BOLT--X-FACTOR--
--THOSE CONDUITS ARE RE-ENERGIZING APOCALYPSE!
WE HAVE TO CUT HIM LOOSE!
MAGNIFICENT!
YOU ARE INDEED THE MOST WORTHY OF FOES, CYCLOPS...
...ONE WHOSE SLAUGHTER I SHALL MOST DEEPLY REGRET.
ZARK!
A SENTIMENT I SUSPECT NONE PRESENT SHARE, BUTCHER OF WORLDS!
WHAT A SIGHT--TO BEHOLD THE CHOSEN'S FAMILY IN ACTION. TO ME AND MINE, THEY ARE BUT LEGENDS, IMAGES SCATTERED ACROSS BROKEN SHARDS OF RACIAL MEMORY, THE STUFF OF BEDTIME SLEEPY-STORIES.
THESE ARE FLESH AND BLOOD! AS REAL AS ONCE I WAS!
IF ONLY OUR RECSCANS OF THIS ERA--OF THIS MOMENT--WERE MORE PRECISE.
IS THIS THE PATH OF HISTORY THAT LEADS TO THE ARMAGEDDON THAT CONDEMNS MY FUTURE? A DIFFERENT ONE THAT LEADS TO THE SAME RESULT? OR, PRAYERFULLY, BLESSEDLY, ONE THAT WIPES IT ALL AWAY?
SO MUCH TO WEIGH IN THE BALANCE. SO LITTLE ON WHICH TO BASE MY DECISION.
I HAVE TOO LITTLE ENERGY LEFT, I CANNOT AFFORD A MISTAKE.
I AM THE LAST HOPE OF MY AGE. THE SACRIFICE OF MY PEOPLE--AND MYSELF--MUST NOT BE WASTED.

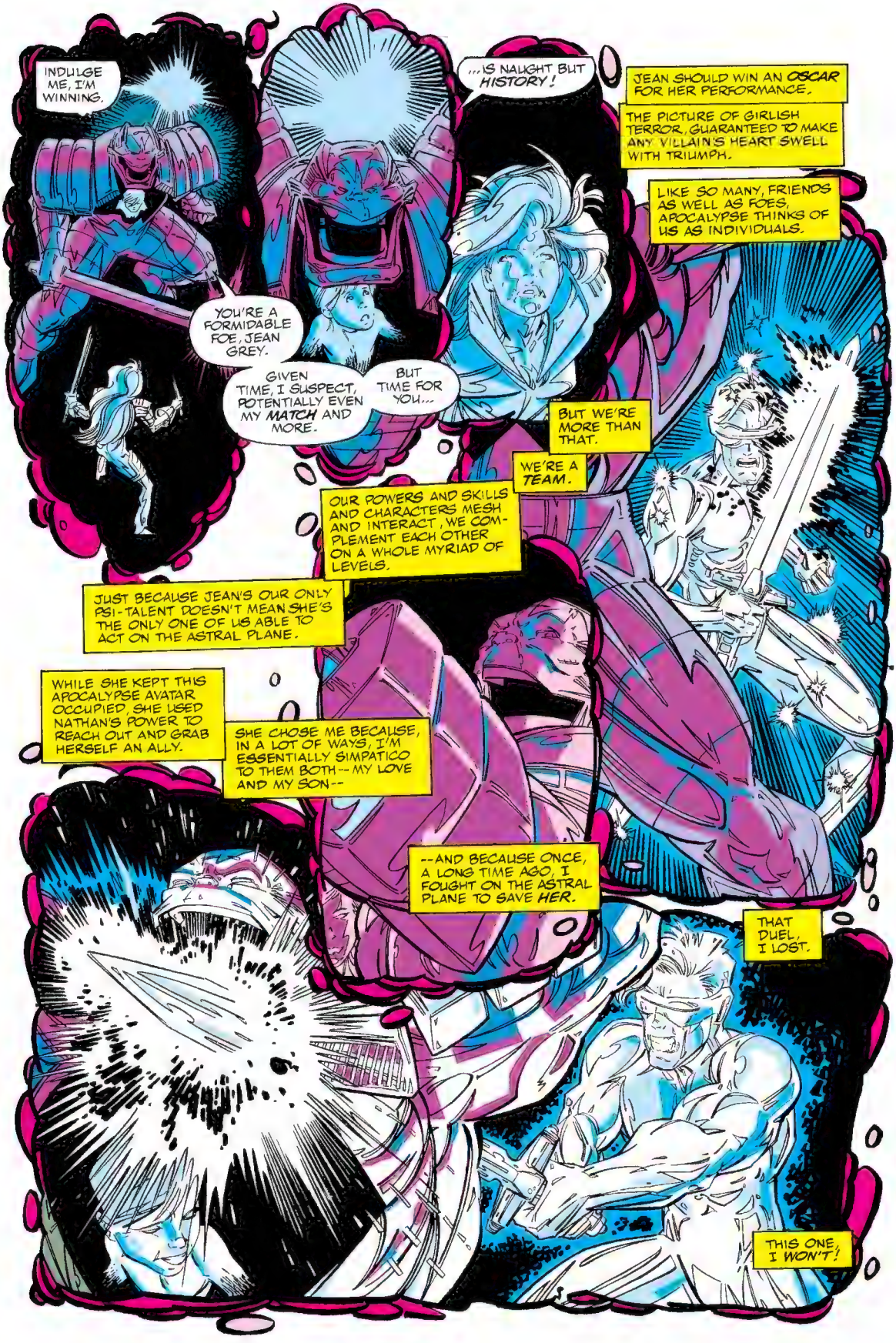

"THOSE TWO--WHAT ARE THEY DOING?!
"THE CHOSEN'S CRÈCHE...
"...IT IS DEATH TO WHOMSOEVER TOUCHES IT!
"SPIRITS OF LIGHT, GRANT ME SUBSTANCE ENOUGH TO THROW HIM CLEAR!
OH MY STARS AND GARTERS!?!
VRAMMP!
BUT HURRY, KINSMAN, LEST APOCALYPSE SOMEHOW DO HIM FURTHER HARM!
WHO THE BLAZES--?!
NOMENCLATURE, ASKANI.
TASK-TRADE, WARRIOR!
MY PHYSICALITY, UNDERGOING TERMINAL DISCORPORATION!
THE DEATH-DEVICE IS INERT, YOU MAY SAFELY REMOVE THE CHOSEN.


WHAT'S THIS, A NEW PLAYER IN THE GREAT GAME?
THAT'S THE WONDER OF MUTANTS, EVERY TIME A BODY TURNS AROUND THERE ARE MORE AND MORE OF YOU.
REGRETTABLY, YOU COULD BE AS NUMBERLESS AS THE STARS...
...AND IT WOULD DO YOU NOT THE SLIGHTEST GOOD.
INHUMANS AND X-FACTOR, WE'RE ALL HITTING HIM WITH EVERYTHING WE'VE GOT-- POWERS AND WEAPONS--
--WITHOUT HAVING THE SLIGHTEST EFFECT.
AND YET...
...IN EVERY PREVIOUS ENCOUNTER-- WHEN HE WAS MORE OUR SIZE-- APOCALYPSE WAS THE CONSUMMATE SHAPE-CHANGER, MANIFESTING ANY MARTIAL ABILITY NECESSARY TO TIP THE BALANCE IN HIS FAVOR.
NOW, THOUGH, HE'S USING THE BLUNDERBUSS APPROACH, ABANDONING HIS PAST FINESSE TO BLAST US WITH MASSIVE BEAMS OF ENERGY.
IT COULD BE HIS WAY OF DEMONSTRATING HIS UNMATCHABLE SUPREMACY.
OR, POSSIBLY, AN ATTEMPT ON HIS PART TO MASK AN ACHILLES HEEL.
TRICK IS, ASSUMING I'M RIGHT, TO FIND IT AND EXPLOIT IT WHILE WE'RE STILL ABLE.


HANK, SOMETHING'S WRONG!
I CONCUR, BEAST. MY SENSOR ARRAY--SUCH AS IT IS IN MY MOST MINIMAL STATE--IS ESPECIALLY ATTUNED TO YOUNG NATHAN'S RESONANCES.
I AM CHARTING ANOMALOUS BIO-READINGS FROM THE BOY ON A BASIC CELLULAR LEVEL.
CAN YOU BE MORE SPECIFIC, SHIP?
WAS HE HURT BY THE ENERGY BACKFLASH THAT HIT--WHAT WAS HER NAME--ASKANI?
NO, THIS IS SOMETHING ELSE.
HOW DO YOU KNOW?
JEAN, ARE YOU SCANNING TELEPATHICALLY?
NO. AT LEAST--NOT IN ANY WAY I'VE EXPERIENCED BEFORE.
THIS IS MORE LIKE A... FEELING.
EMOTIONS AND SENSATIONS IN ME THAT AREN'T ME...
...THAT I KNOW ARE HIM.
HE'S SICK, HANK.
IT IS A PROGRESSIVE DEGRADATION OF THE COHESIVE STRUCTURE OF HIS FUNDAMENTAL DNA MATRIX. AS APOCALYPSE INFECTED ME, SO, TOO, DID HE POISON THE CHILD.
IN EFFECT, HIS CELLS ARE LOSING THE ABILITY TO REPLICATE THEMSELVES. AS THE CURRENT GENERATION OF CELLS REACHES THE TERMINAL POINT OF ITS LIFESPAN, THERE ARE NO NEW CELLS TO REPLACE THEM.
THERE MUST BE A WAY TO REVERSE THE PROCESS, OR AT LEAST ARREST IT.
MINIMAL PROBABILITY OF SUCCESS IN EITHER ENDEAVOR, EVEN ASSUMING SUFFICIENT TIME REMAINED TO MAKE THE ATTEMPT. ANY SUCH HEALING PROCESS IS BEYOND THE CAPACITY OF CURRENT TERRESTRIAL TECHNOLOGY.
KINSMAN, PLEASE--I CAN SAVE THE CHOSEN! THAT WAS WHY I WAS SENT.


IS SHE TELLING THE TRUTH? CAN WE AFFORD TO TRUST HER? CAN WE AFFORD NOT TO?
BLAST BLAST BLAST-- WHERE'S MY CURSED TELEPATHY WHEN IT'S REALLY NEEDED? ONE DECENT PSIPROBE WOULD GIVE US ALL OUR ANSWERS BUT ALL I GET ARE GHOST FLASHES THAT I HALF WONDER ARE MY IMAGINATION!
I COULDN'T SAVE ANNIE RICHARDSON. MY BEST FRIEND WAS HURT AND BECAUSE I DIDN'T KNOW ANY BETTER ALL I COULD DO WAS SIT INSIDE HER HEAD AND WATCH HER DIE.
I CAN'T EVEN DO THAT WITH YOU, LITTLE BABY. I'M TOTALLY HEADBLAI YIE!
MY.
OH MY!
NEAT LITTLE TRICK, KIDDO, YANKING ME OUT OF MY HEAD AND INTO YOURS.
SO MUCH RAW POWER, BUT UNTAUGHT AND UNFOCUSED. MORE THAN ENOUGH, I'LL BET, TO COUNTERACT THE CANCER THAT'S DESTROYING YOUR CELLS.
IS THAT WHY YOU BROUGHT ME HERE, TO LINK WITH YOU -- MY KNOWLEDGE, YOUR STRENGTH -- AND ACCOMPLISH A PSIONIC HEALING YOU CAN'T HANDLE ON YOUR OWN?
IS THAT WHY I'M DRESSED AS SOME SORT OF FAIRY-TALE WARRIOR?


YES, MY DEAR, AND NO.
THIS IS A CHILD'S VISION OF REALITY--IN SOME WAYS, WONDERFULLY FANCIFUL...
...IN OTHERS, PAINFULLY LITERAL.
HE DOES NOT SEE THE THREAT TO HIMSELF AS A VIRUS. HE PERSONIFIES IT, IN THE FORM AND VISAGE OF THE ONE RESPONSIBLE FOR HIS DESTRUCTION.
AS WITHOUT, SO WITHIN.
AS YOUR FRIENDS FALL BEFORE APOCALYPSE-PRIME...
...SO SHALL YOU...
...TO AN OBLIVION NO LESS AGONIZING, NO LESS ULTIMATELY FINAL...
...FOR ALL THAT OCCURS ON A PSYCHIC BATTLEFIELD RATHER THAN A PHYSICAL ONE.
YOU'RE VERY SURE OF YOURSELF.

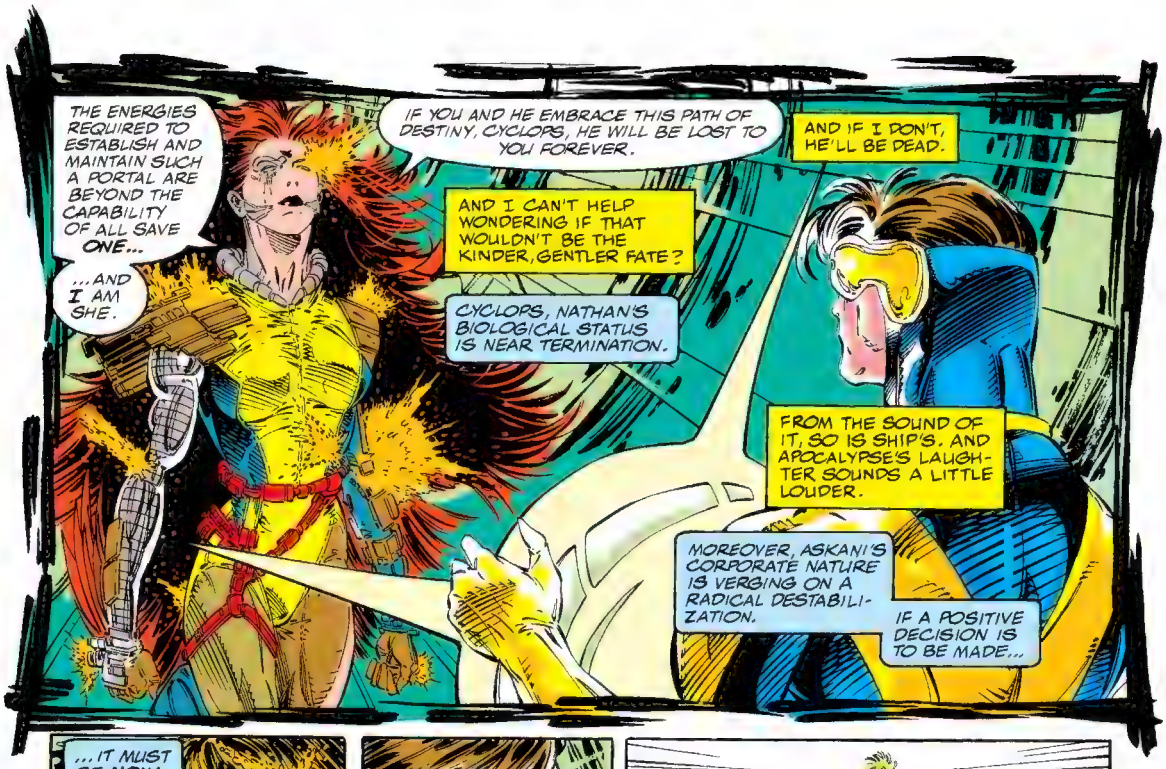

INDULGE ME, I'M WINNING.
...IS NAUGHT BUT HISTORY!
JEAN SHOULD WIN AN OSCAR FOR HER PERFORMANCE.
THE PICTURE OF GIRLISH TERROR, GUARANTEED TO MAKE ANY VILLAIN'S HEART SWELL WITH TRIUMPH.
LIKE SO MANY, FRIENDS AS WELL AS FOES, APOCALYPSE THINKS OF US AS INDIVIDUALS.
YOU'RE A FORMIDABLE FOE, JEAN GREY.
GIVEN TIME, I SUSPECT, POTENTIALLY EVEN MY MATCH AND MORE.
BUT TIME FOR YOU...
BUT WE'RE MORE THAN THAT.
WE'RE A TEAM.
OUR POWERS AND SKILLS AND CHARACTERS MESH AND INTERACT, WE COMPLEMENT EACH OTHER ON A WHOLE MYRIAD OF LEVELS.
JUST BECAUSE JEAN'S OUR ONLY PSI-TALENT DOESN'T MEAN SHE'S THE ONLY ONE OF US ABLE TO ACT ON THE ASTRAL PLANE.
WHILE SHE KEPT THIS APOCALYPSE AVATAR OCCUPIED, SHE USED NATHAN'S POWER TO REACH OUT AND GRAB HERSELF AN ALLY.
SHE CHOSE ME BECAUSE, IN A LOT OF WAYS, I'M ESSENTIALLY SIMPATICO TO THEM BOTH -- MY LOVE AND MY SON --
--AND BECAUSE ONCE, A LONG TIME AGO, I FOUGHT ON THE ASTRAL PLANE TO SAVE HER.
THAT DUEL, I LOST.
THIS ONE, I WON'T!

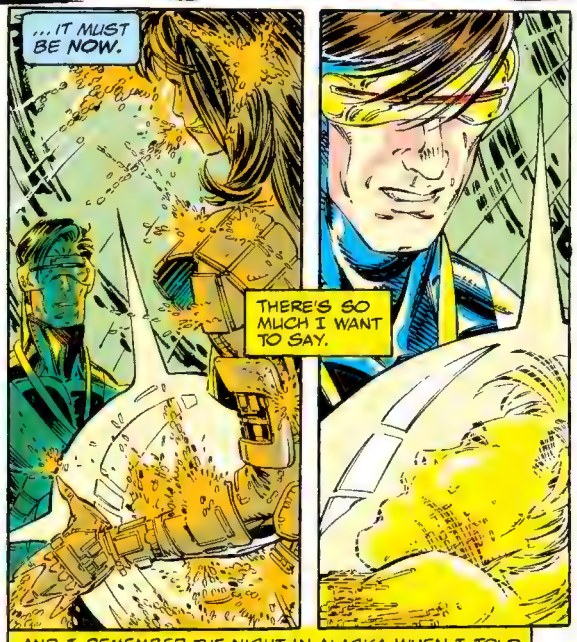

I WASN'T SURE WHAT TO EXPECT.
BLAZING IN MY MIND
LIGHT
VISIONS IMAGERY LIVES THAT WERE ARE YET TO BE MIGHT BE NEVER HAVE A CHANCE JUMBLE-BANGING SHRIEKING SCREAMING MY DEAR LORD JEAN HOW DO YOU STAND IT ALL THE NOISE BLAZING BURNING STARSONG
I'M HERE, SCOTT.
BESIDE YOUR BODY, JUST AS I'M STILL INSIDE YOUR MIND WITH NATHAN.
DON'T FIGHT WHAT'S HAPPENING.
DON'T BE AFRAID, WE'LL KEEP YOU SAFE!
I KNOW SHE'S SPEAKING BUT THERE'S NO SENSE OF WORDS.
FLASHES OF REALITY MEMORIES SO KEEN THEY CUT ME TO THE HEART.
HARD TO TELL WHAT'S MINE, WHAT'S JEAN'S, WHAT'S NATHAN'S, THERE'S NO SINGLE ESSENTIAL ME ANY LONGER, BUT A MERGENCE INTO A GESTALT, A COHERENT WHOLE, ALL OF US TOGETHER, THE FAMILY I'VE ALWAYS DREAMED OF.
THE ONE I KNOW I'LL NEVER HAVE.
THE EYES, IT'S SAID, ARE THE WINDOWS TO THE SOUL.
SO I OPEN MINE WIDE...


...AND GIVE APOCALYPSE A VIEW OF MINE.


I SHOULD CHECK THE DEBRIS, I KNOW, TO MAKE SURE HE'S GONE.
BUT FRANKLY, I COULDN'T CARE LESS.
IN OUR LINE OF WORK, VILLAINS -- AND OCCASIONALLY HEROES -- ALWAYS SEEM TO COME BACK, BIGGER AND BETTER THAN BEFORE.
ONLY THE INNOCENT, IT SEEMS, TRULY DIE.
I SPENT PRECIOUS LITTLE TIME WITH MY SON FOR SO MUCH OF HIS YOUNG LIFE.
THE LEAST I CAN DO IS GIVE HIM MY FULL ATTENTION AT ITS END.
I THOUGHT, BY DEFEATING APOCALYPSE...
...SOMEHOW THAT'D ERADICATE THE GENETIC VIRUS.
THE LINK WE SHARED, THE POWER HE GAVE ME, IT'S ONLY MADE THINGS WORSE.
HE USED UP ALMOST ALL HIS STRENGTH.
I CAN BARELY SENSE HIM. HE WON'T EVEN LET ME BACK IN TO HELP HIM FIGHT!
PROBABLY FOR THE BEST. WHATEVER'S HAPPENING TO YOUR TELEPATHIC POWERS, YOU DON'T HAVE SUFFICIENT CONTROL TO PROTECT YOURSELF FROM HIS PASSING.
YOU WOULDN'T BE ABLE TO PULL OUT OF HIS HEAD, JEAN, YOU'D DIE WITH HIM!
IT'S A RISK I'M PREPARED TO TAKE!
I HAVE INTERMERGED MY SUBSTANCE WITH NATHAN'S, MY FRIENDS...
...BUT I REGRET TO SAY I HAVE MERELY POSTPONED THE INEVITABLE.
THERE'S A COLOR TO SHIP'S WORDS THAT MAKES PLAIN TO US ALL THAT HE HAS NO INTENTION OF SAVING HIMSELF.
AND I HEAR THE ECHO OF GHOSTLY LAUGHTER, A LAST VESTIGE OF APOCALYPSE CHORTLING DELIGHTEDLY AS OUR VICTORY TURNS TO ASHES ABOUT US.
AND THEN I HEAR ANOTHER VOICE, A SCRAP OF CONVERSATION CAUGHT AMIDST THE HELTER-SKELTER OF BATTLE. AND I GRAB FOR IT LIKE A DROWNING MAN MAKING A LAST, DESPERATE EFFORT TOWARDS A DISTANT SHORE:
ASKANI!


SAVE HIM, YOU SAID.
THAT WAS WHY YOU WERE SENT.
FROM WHERE?! BY WHOM?!!
BEYOND.
A PLACE WHERE HE WILL BE CHERISHED, BECAUSE HE IS OH-SO-DESPERATELY NEEDED.
I NEED TO KNOW MORE.
FORGIVE ME, KINSMAN, BUT IF THOSE WORDS ARE NOT BELIEVED, WHY SHOULD ANY OTHER?
AND IF ACCEPTED AS TRUTH, WHAT MORE IS NECESSARY?
HE'S MY SON!
NO LESS, NO MORE, NOW THAN WHEN YOU CALLED OUT TO ME.
YOU KEEP SAYING "KINSMAN."
WE SHARE THE SAME BIRTH-WORLD. MY LINE, AS YOURS, CLAIMS THE HERITAGE OF "HOMO SAPIENS." IN THAT SMALL SENSE, WE ARE ALL FAMILY.
WHEN HE'S CURED, YOU'LL BRING HIM BACK.
NO.







AND I REMEMBER THE NIGHT IN ALASKA WHEN I TOLD MADELYNE I WAS A MUTANT. AND OUR FLIGHT TO BORAGORA. AND HOW I FELT WHEN SHE TOLD ME ABOUT THE BABY, AND LATER WHEN I HELD HIM THE FIRST TIME.

THE BAD TIMES ARE THERE, TOO, BUT THEY AREN'T IMPORTANT. IT'S THE JOY THAT SPARKLES IN MY MIND, AND IN HIS AS WELL.

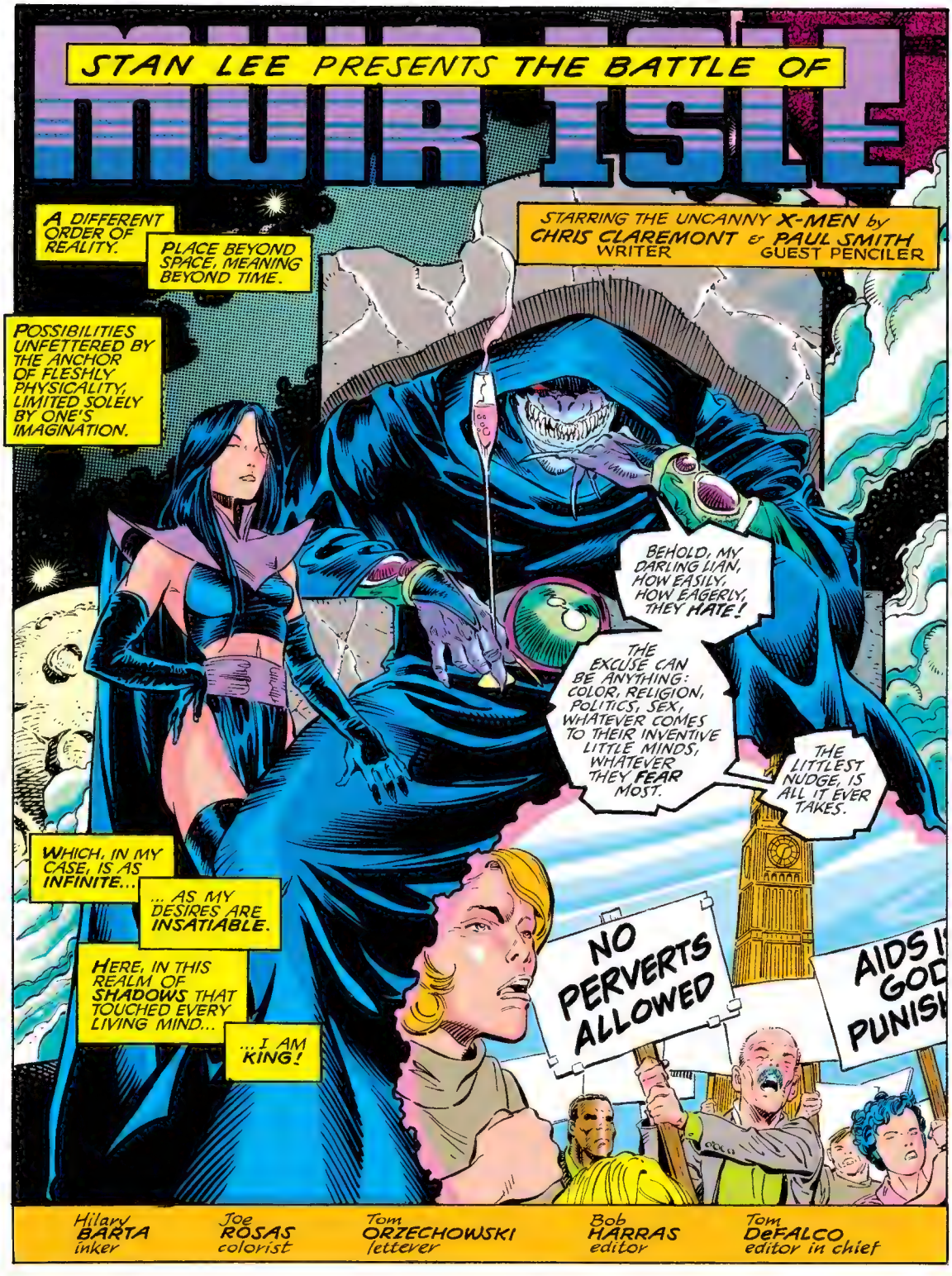
HE'S SAD, IS MY LITTLE SON, THE BRAVEST OF US ALL.

BUT HE ISN'T AFRAID--BECAUSE HE KNOWS THIS IS RIGHT.


THE CELEBRATIONS BEGIN ALMOST IMMEDIATELY.
I DON'T JOIN IN.
NEITHER DOES ONE OTHER.
I FIND HER ON A BALCONY, GAZING UP AT THE FULL EARTH OVERHEAD.
SOME SIGHT.
AND A HALF.
AIN'T NOBODY GONNA BELIEVE THIS.
BLAZES, FOLKS PROBABLY THINK I'M DEAD, BLOWN UP ALONG WITH X-FACTOR AND YOUR SHIP.
I'M SORRY FOR YOUR BOY, CYCLOPS, I PRAY YOU DID THE RIGHT THING.
I'LL NEVER KNOW, SO I GUESS THERE'S NOTHING FOR IT BUT TO ASSUME THE BEST.
IT COMES SO EASILY FOR YOU-- LIFE, DEATH, DANCING ACROSS SPACE AND TIME--!
YOU'RE WRONG, SERGEANT. IT HURTS, IT ALWAYS WILL, MORE THAN I CAN PUT WORDS TO.
BUT THE DREAM THAT BOUND US ALL TOGETHER-- X-FACTOR, AND BEFORE US THE X-MEN-- WAS BASED ON HOPE.
AND THE LAUGHTER INSIDE MY SKULL IS SILENT, THE GHOST-- MAYBE ALL THE GHOSTS-- PUT FINALLY TO REST.

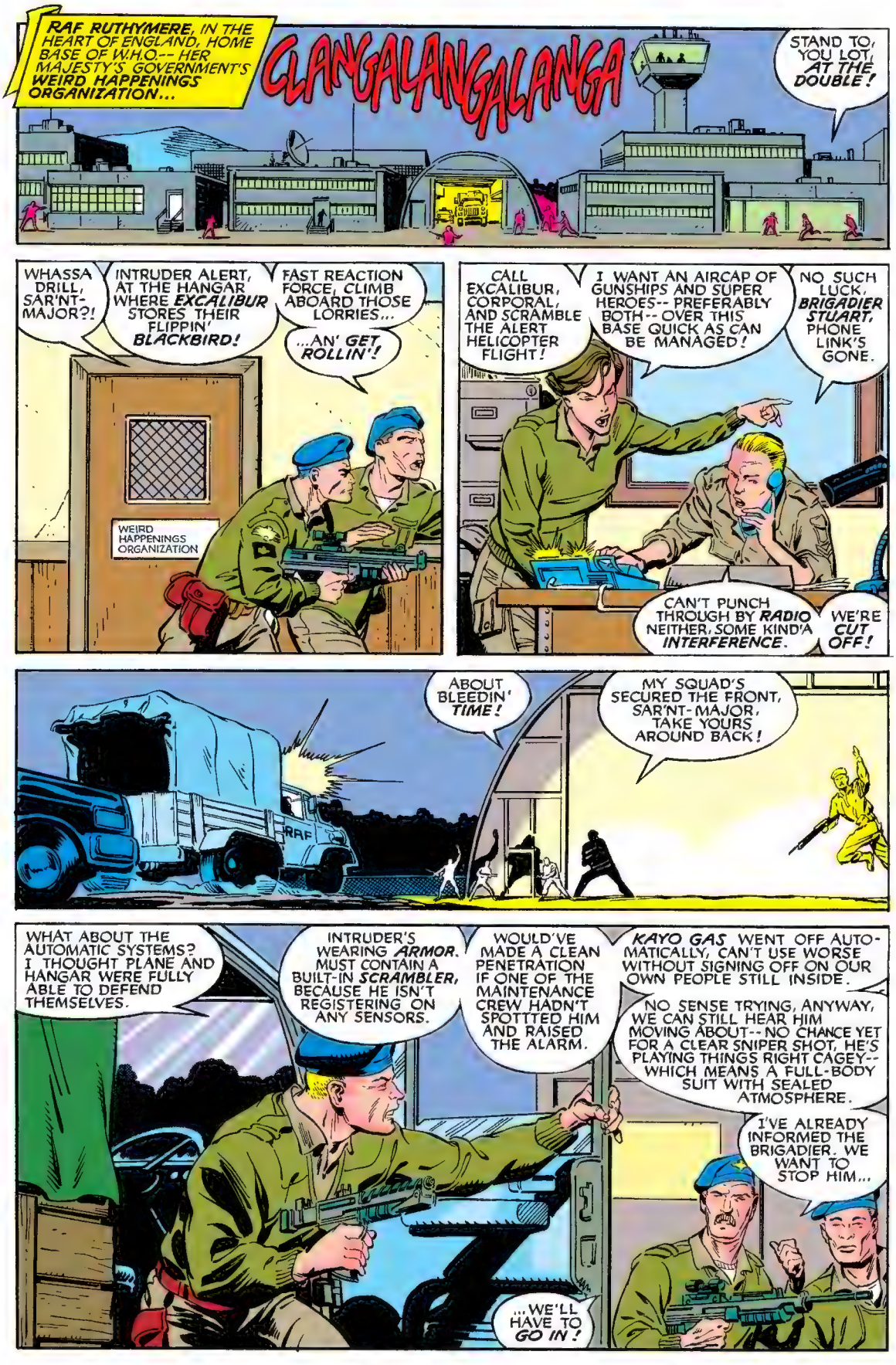

I AM CALLED--THE WATCHER.
IT IS MY CHARGE TO OBSERVE WHAT TRANSPIRES IN THIS CORNER OF THE COSMOS, ON AND ABOUT THIS ORB CALLED BY ITS INHABITANTS, EARTH.
ONCE BEFORE, ON THIS VERY SPOT, I BEHELD THE MOMENT WHERE THE ESSENCE OF A YOUNG WOMAN--THE X-MAN, JEAN GREY, THEN CALLED PHOENIX--CAST ASIDE THE MANTLE OF TRUE GODHOOD, PREFERRING INSTEAD THE GREATER GLORY OF SIMPLE HUMANITY.
THEN, CYCLOPS WAS BUT A SUPPORTING PLAYER IN HER DRAMA. NOW, THE CENTER STAGE IS HIS ALONE.
AND AGAIN, COUNTLESS LIVES HUNG IN THE BALANCE.
DIFFERENT CIRCUMSTANCES, THE SAME ESSENTIAL CHOICE.
AND CYCLOPS, TOO, CHOSE TO SET ASIDE HIS DESIRES AND DREAMS--THE PASSIONS AND GUILT AND SHAME--AND TURN INSTEAD TO THE DICTATES OF LOVE. TO THINK, NOT OF HIMSELF, BUT OF OTHERS.
AND BY SO DOING, AT LONG LAST MAKE PEACE WITH THE INNER DEMONS THAT HAVE TORMENTED HIM LO THESE PAST YEARS.
AT THE MOMENT OF DECISION, HE CHOSE HOPE OVER DESPAIR, LIFE OVER DEATH. HE FOUND WITHIN HIMSELF THE TRUTH OF CHARACTER THAT OTHERS ALWAYS RECOGNIZED AS MUCH AS HE ALWAYS DOUBTED. AND AS A CONSEQUENCE, TIPPED A BALANCE WHOSE ULTIMATE CONSEQUENCES EVEN I CANNOT FORESEE.
BUT WHATEVER HAPPENS, WHENEVER, WHEREVER...
...I SHALL BE PRESENT TO BEAR WITNESS.
AND MARVEL, AS I HAVE FROM THE FIRST MOMENT I ENCOUNTERED THIS WILD, STRANGE AND EVER-FASCINATING RACE OF BEINGS, WHOSE NAME FOR THEMSELVES SUMS UP THEIR FINEST ATTRIBUTES AND NOBLEST ASPIRATIONS:
HUMAN.
FIN

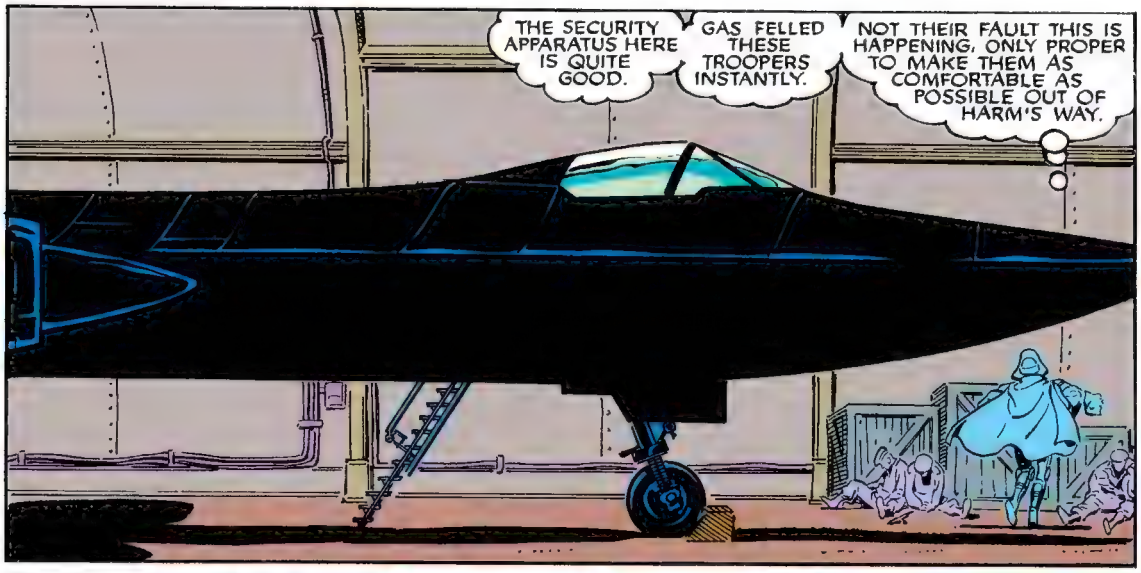

MARVEL COMICS
THE UNCANN
X-MEN
THE MUIR ISLAND SAGA
$1.00 US
$1.25 CAN
278
JULY
02461
APPROVED BY THE COMICS CODE AUTHORITY
IN THE GRIP OF THE SHADOW KING!
DNS 3-91

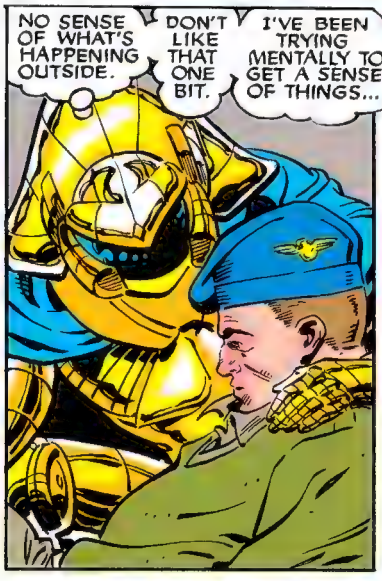

STAN LEE PRESENTS THE BATTLE OF
MUIR ISLE
STARRING THE UNCANNY X-MEN by
CHRIS CLAREMONT WRITER & PAUL SMITH GUEST PENCILER
A DIFFERENT ORDER OF REALITY.
PLACE BEYOND SPACE, MEANING BEYOND TIME.
POSSIBILITIES UNFETTERED BY THE ANCHOR OF FLESHLY PHYSICALITY, LIMITED SOLELY BY ONE'S IMAGINATION.
BEHOLD, MY DARLING LIAN, HOW EASILY, HOW EAGERLY, THEY HATE!
THE EXCUSE CAN BE ANYTHING: COLOR, RELIGION, POLITICS, SEX, WHATEVER COMES TO THEIR INVENTIVE LITTLE MINDS, WHATEVER THEY FEAR MOST.
THE LITTLEST NUDGE, IS ALL IT EVER TAKES.
WHICH, IN MY CASE, IS AS INFINITE...
... AS MY DESIRES ARE INSATIABLE.
HERE, IN THIS REALM OF SHADOWS THAT TOUCHED EVERY LIVING MIND...
... I AM KING!
NO PERVERTS ALLOWED
AIDS I
GOD
PUNISH
Hilary BARTA inker
Joe ROSAS colorist
Tom ORZECHOWSKI letterer
Bob HARRAS editor
Tom DeFALCO editor in chief

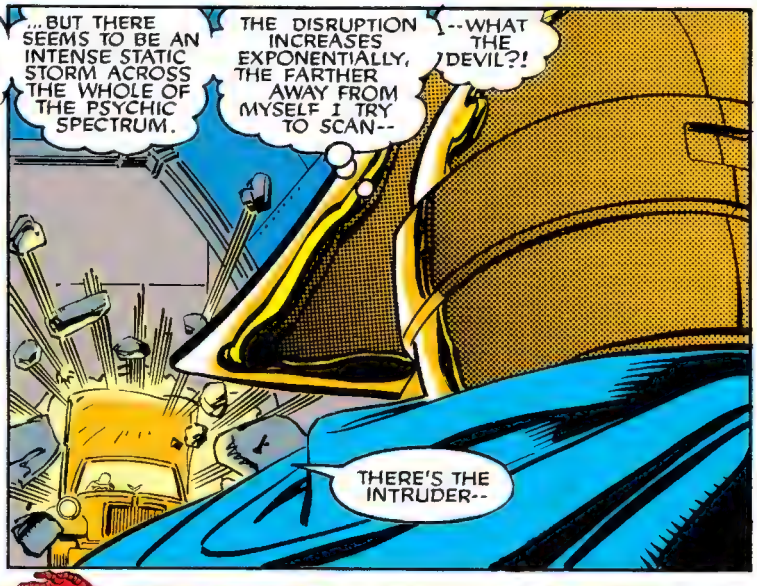

AND HOW THEY EMBRACE IT, LIAN! LIKE AN INNOCENT BABE RUNNING TO ITS MOTHER, THE HUMAN RACE FALLS HAPPILY, EAGERLY, INTO THE ABYSS!
THEY HAVE SUCH A CREATIVE CAPACITY FOR DOING ILL RATHER THAN GOOD, YOU KNOW-- ONE SUSPECTS IT IS ALMOST INHERENT.
BUT HOW ELSE CAN ONE EXPLAIN THE DELIGHT IN WHICH MANKIND DIVIDES ITSELF-- AND FORMS FESTERING HATRED OVER THOSE ARBITRARY DIVISIONS.
WHITE HATES BLACK, BLACK LOATHES WHITE.
ARAB AND JEW, IN MY HOMELAND, THE MID-EAST... CATHOLIC AND PROTESTANT IN NORTHERN IRELAND-- LOCKED IN YEARS OF MURDER AND REVENGE.
IRAQI AND KURD, THE UNTOUCHABLES IN INDIA, HUMANS AND MUTANT-KIND. THE LIST IS PATHETICALLY ENDLESS.
BECAUSE OF FOOLISH, MINUTE DIFFERENCES! POOR HUMANITY, IT NEVER STOPS TO SEE THAT THE TIES THAT BIND THEM TOGETHER FAR OUTSHINE THE BARRIERS OF RACE, CULTURE OR RELIGION.
NO. THEY ARE BLIND. AND I REVEL IN THAT BLINDNESS!
AND I REJOICE IN THE HATRED, LIAN! I FEED ON IT!
AND SOON, WHEN MY MACHINATIONS HAVE ACHIEVED FRUITION, THIS WORLD SHALL REVERBERATE WITH THAT HATE!

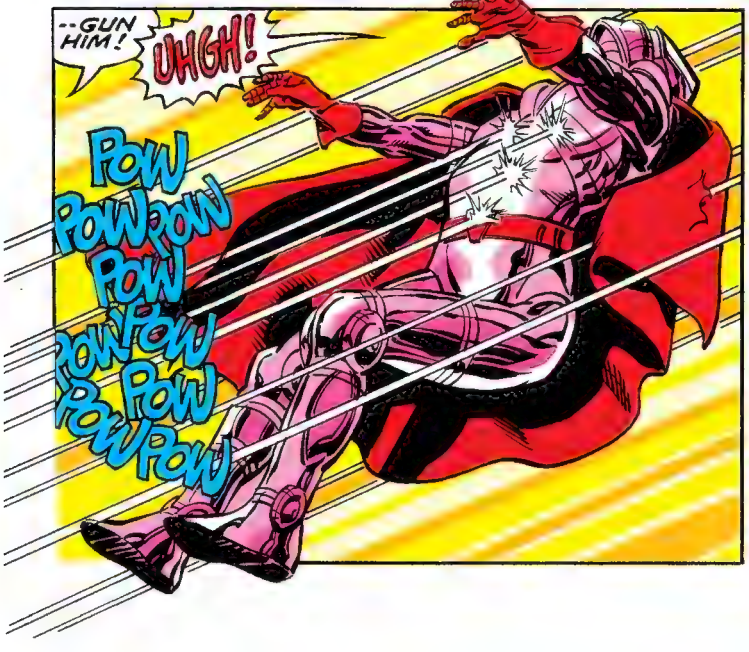

AND THOSE RAGING PASSIONS OF HUMANITY,. THAT UNBRIDLED SOURCE OF POWER--
--I SHALL MAKE IT MY OWN!
AND THE SHADOW KING SHALL RULE SUPREME!
YOUR PLAN IS GRAND, LORD, YOUR POWER AWESOME...
...YET HOW OFTEN HAVE YOUR DESIGNS BEEN THWARTED BY CHARLES XAVIER-- OH?!?
YOU ARE A VALUED CHATTEL, DR. SHEN.
DO NOT PROVOKE ME TO YOUR OBLITERATION.
IF SUCH IS MY LORD'S DESIRE.
OF ALL MY FOES, ONLY THE ACCURSED XAVIER AND HIS STUDENTS HAVE EVER GIVEN ME A DECENT CONTEST.
WHICH YOU HAVE YET TO WIN.
TRUE. MY PURPOSE IS NAUGHT SO LONG AS THE X-MEN REMAIN TO BAR THE WAY.
BUT MERELY SLAYING THEM IS TOO QUICK AND EASY A VENGEANCE.
BETTER BY FAR TO BREAK THEM TO MY YOKE, LIAN, AS I DID YOU.
THAT THEIR MENTOR, XAVIER, MAY WITNESS THE CONTAMINATION OF LIGHT BY SHADOW, THE SUPPLANTATION OF HIS DREAM WITH MINE!


RAF RUTHYMERE, IN THE HEART OF ENGLAND, HOME BASE OF W.H.O.--- HER MAJESTY'S GOVERNMENT'S WEIRD HAPPENINGS ORGANIZATION...
CLANGALANGALANGA
STAND TO, YOU LOT, AT THE DOUBLE!
WHASSA DRILL, SAR'NT-MAJOR?!
INTRUDER ALERT, AT THE HANGAR WHERE EXCALIBUR STORES THEIR FLIPPIN' BLACKBIRD!
FAST REACTION FORCE, CLIMB ABOARD THOSE LORRIES...
...AN' GET ROLLIN'!
WEIRD HAPPENINGS ORGANIZATION
CALL EXCALIBUR, CORPORAL, AND SCRAMBLE THE ALERT HELICOPTER FLIGHT!
I WANT AN AIRCAP OF GUNSHIPS AND SUPER HEROES-- PREFERABLY BOTH-- OVER THIS BASE QUICK AS CAN BE MANAGED!
NO SUCH LUCK, BRIGADIER STUART, PHONE LINK'S GONE.
CAN'T PUNCH THROUGH BY RADIO NEITHER, SOME KIND'A INTERFERENCE.
WE'RE CUT OFF!
ABOUT BLEEDIN' TIME!
MY SQUAD'S SECURED THE FRONT, SAR'NT-MAJOR, TAKE YOURS AROUND BACK!
RAF
WHAT ABOUT THE AUTOMATIC SYSTEMS? I THOUGHT PLANE AND HANGAR WERE FULLY ABLE TO DEFEND THEMSELVES.
INTRUDER'S WEARING ARMOR. MUST CONTAIN A BUILT-IN SCRAMBLER, BECAUSE HE ISN'T REGISTERING ON ANY SENSORS.
WOULD'VE MADE A CLEAN PENETRATION IF ONE OF THE MAINTENANCE CREW HADN'T SPOTTED HIM AND RAISED THE ALARM.
KAYO GAS WENT OFF AUTOMATICALLY, CAN'T USE WORSE WITHOUT SIGNING OFF ON OUR OWN PEOPLE STILL INSIDE.
NO SENSE TRYING, ANYWAY, WE CAN STILL HEAR HIM MOVING ABOUT-- NO CHANCE YET FOR A CLEAR SNIPER SHOT, HE'S PLAYING THINGS RIGHT CAGEY-- WHICH MEANS A FULL-BODY SUIT WITH SEALED ATMOSPHERE.
I'VE ALREADY INFORMED THE BRIGADIER. WE WANT TO STOP HIM...
...WE'LL HAVE TO GO IN!

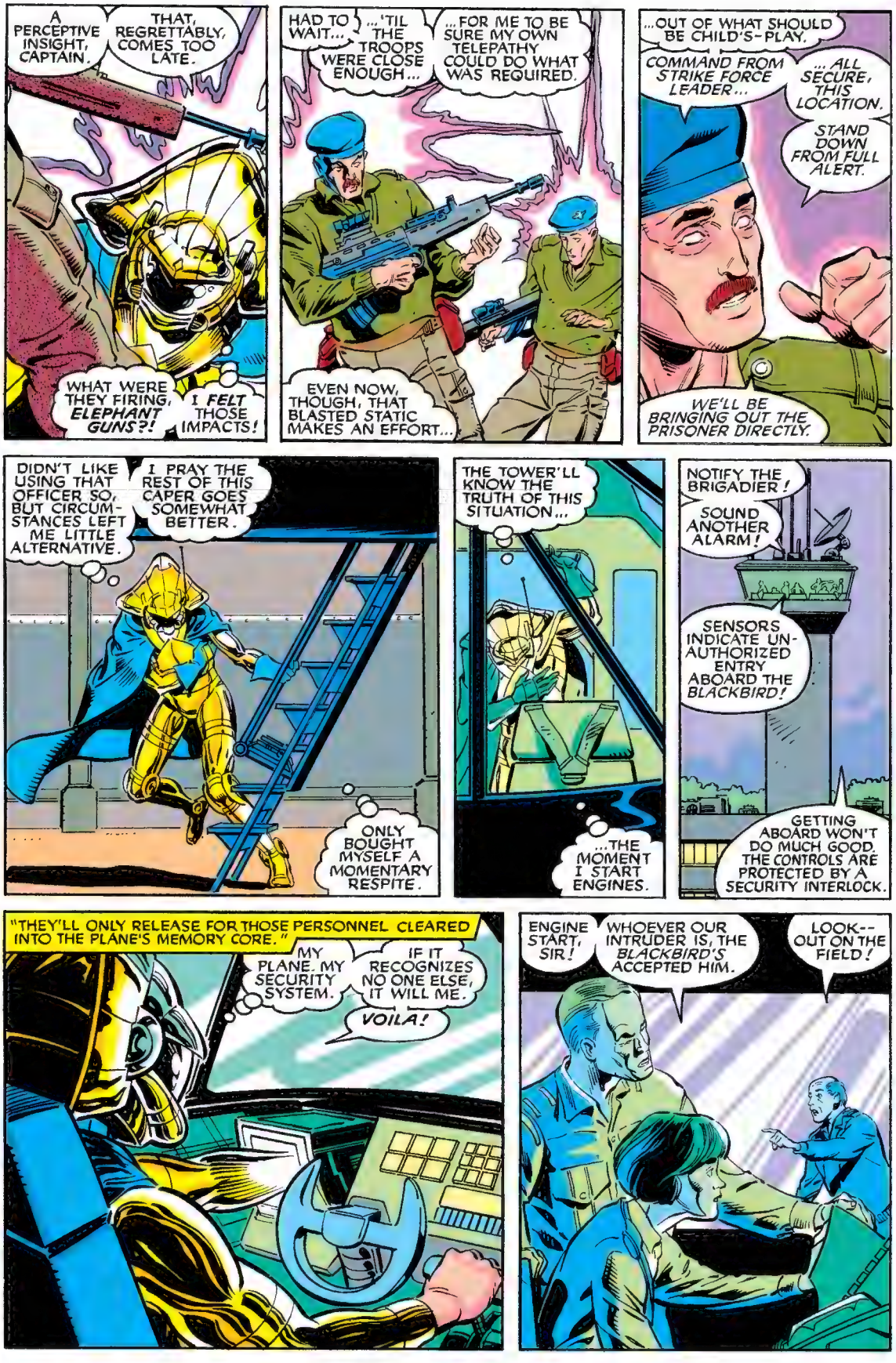

THE SECURITY APPARATUS HERE IS QUITE GOOD.
GAS FELLED THESE TROOPERS INSTANTLY.
NOT THEIR FAULT THIS IS HAPPENING, ONLY PROPER TO MAKE THEM AS COMFORTABLE AS POSSIBLE OUT OF HARM'S WAY.


NO SENSE OF WHAT'S HAPPENING OUTSIDE.
DON'T LIKE THAT ONE BIT.
I'VE BEEN TRYING MENTALLY TO GET A SENSE OF THINGS...

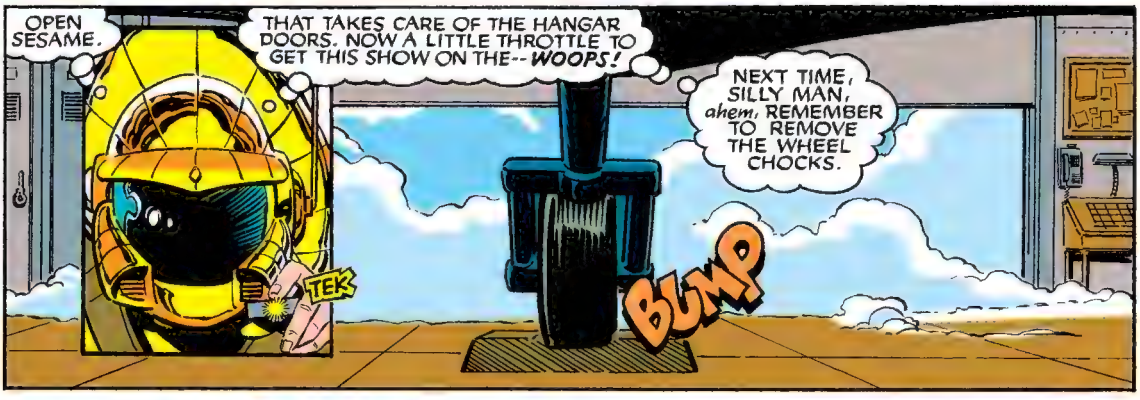

...BUT THERE SEEMS TO BE AN INTENSE STATIC STORM ACROSS THE WHOLE OF THE PSYCHIC SPECTRUM.
THE DISRUPTION INCREASES EXPONENTIALLY, THE FARTHER AWAY FROM MYSELF I TRY TO SCAN--
--WHAT THE DEVIL?!
THERE'S THE INTRUDER--


--GUN HIM!
UHGH!
POW
POWpow
POW
POWPOW
POW
POW

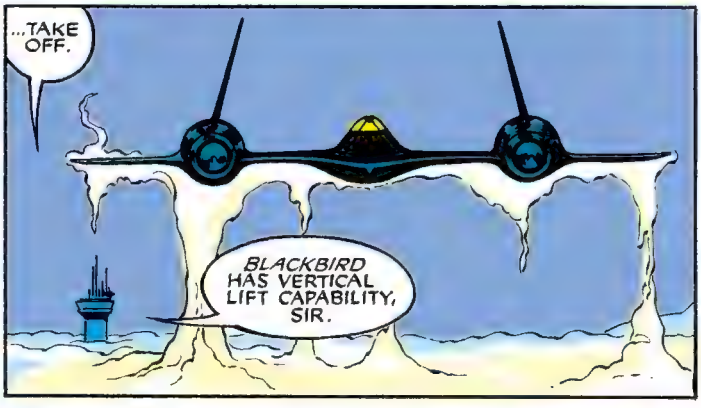

HE'S DOWN !
STEADY ON, LADS. BY THE BOOK, BY THE NUMBERS.
NO BLOOD, NO SIGN OF THAT SUIT BEING BREACHED.
HE COULD BE SHAMMING.


A PERCEPTIVE INSIGHT, CAPTAIN.
THAT, REGRETTABLY, COMES TOO LATE.
WHAT WERE THEY FIRING, ELEPHANT GUNS?!
I FELT THOSE IMPACTS!
HAD TO WAIT...
...'TIL THE TROOPS WERE CLOSE ENOUGH...
...FOR ME TO BE SURE MY OWN TELEPATHY COULD DO WHAT WAS REQUIRED.
EVEN NOW, THOUGH, THAT BLASTED STATIC MAKES AN EFFORT...
...OUT OF WHAT SHOULD BE CHILD'S-PLAY.
COMMAND FROM STRIKE FORCE LEADER...
...ALL SECURE, THIS LOCATION.
STAND DOWN FROM FULL ALERT.
WE'LL BE BRINGING OUT THE PRISONER DIRECTLY.
DIDN'T LIKE USING THAT OFFICER SO, BUT CIRCUMSTANCES LEFT ME LITTLE ALTERNATIVE.
I PRAY THE REST OF THIS CAPER GOES SOMEWHAT BETTER.
ONLY BOUGHT MYSELF A MOMENTARY RESPITE.
THE TOWER'LL KNOW THE TRUTH OF THIS SITUATION...
...THE MOMENT I START ENGINES.
NOTIFY THE BRIGADIER!
SOUND ANOTHER ALARM!
SENSORS INDICATE UNAUTHORIZED ENTRY ABOARD THE BLACKBIRD!
GETTING ABOARD WON'T DO MUCH GOOD. THE CONTROLS ARE PROTECTED BY A SECURITY INTERLOCK.
"THEY'LL ONLY RELEASE FOR THOSE PERSONNEL CLEARED INTO THE PLANE'S MEMORY CORE."
MY PLANE. MY SECURITY SYSTEM.
IF IT RECOGNIZES NO ONE ELSE, IT WILL ME.
VOILA!
ENGINE START, SIR!
WHOEVER OUR INTRUDER IS, THE BLACKBIRD'S ACCEPTED HIM.
LOOK-- OUT ON THE FIELD!

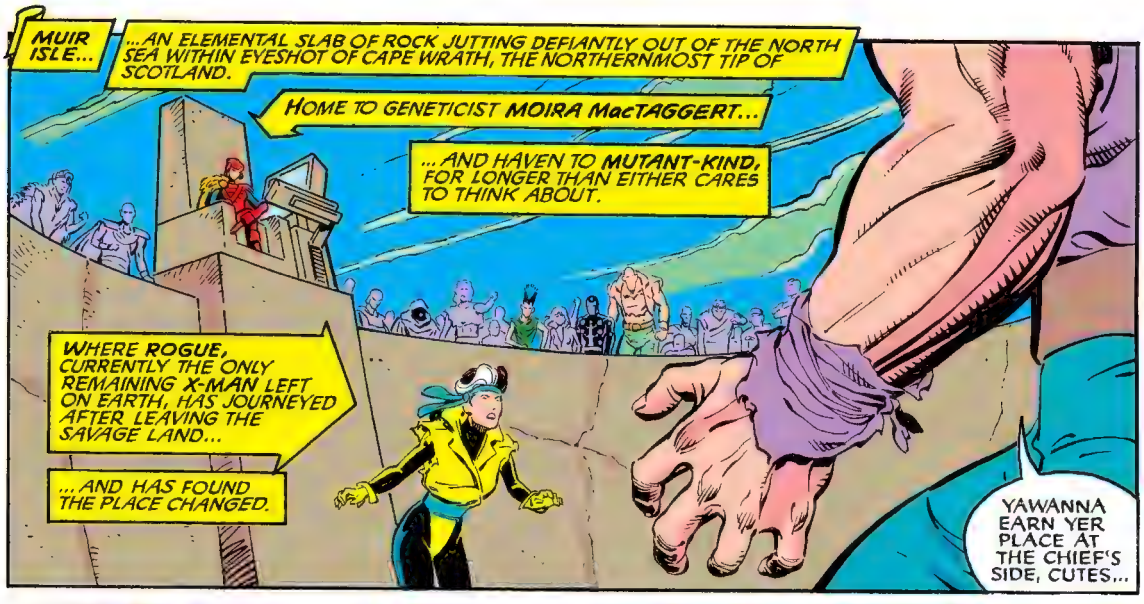

WHAT THE BLAZES--?!
FOG, SIR.
OBVIOUSLY, Ms. WILSON, I'M NOT COMPLETELY DIM.
BUT IT'S THE WRONG WEATHER CONDITIONS FOR A PEA SOUPER LIKE THIS.
ESPECIALLY ONE THAT COVERS ONLY THE AIRFIELD!

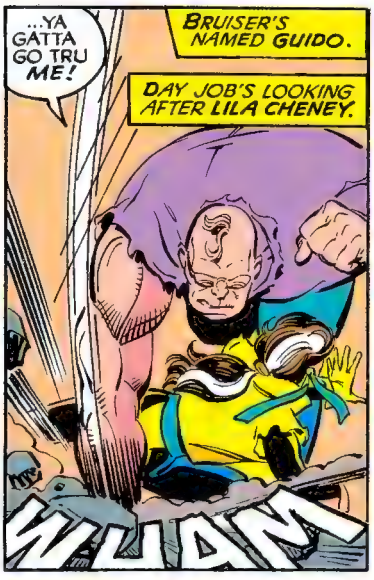

OPEN SESAME.
THAT TAKES CARE OF THE HANGAR DOORS. NOW A LITTLE THROTTLE TO GET THIS SHOW ON THE--WOOPS!
NEXT TIME, SILLY MAN, ahem, REMEMBER TO REMOVE THE WHEEL CHOCKS.
TEK
BUMP


GROUND FORCES TOTALLY SOCKED IN, SIR.
VISIBILITY SO NIL THEY DON'T DARE MOVE, EVEN ON FOOT.
SOME KIND OF IONIZATION FIELD ACTIVE AS WELL, INHIBITING ALL RADAR AND SCANNING NETS...
...AND THE ELECTRONICS ABOARD THE DUTY HELOS. AIRCAP'S GROUNDED.
BAD AS IT IS FOR US, WILSON, IT'S THE SAME FOR OUR INTRUDER. IF THE SWINE CAN'T SEE THE RUNWAY, AT LEAST THERE'S NO WAY HE CAN...


...TAKE OFF.
BLACKBIRD HAS VERTICAL LIFT CAPABILITY, SIR.

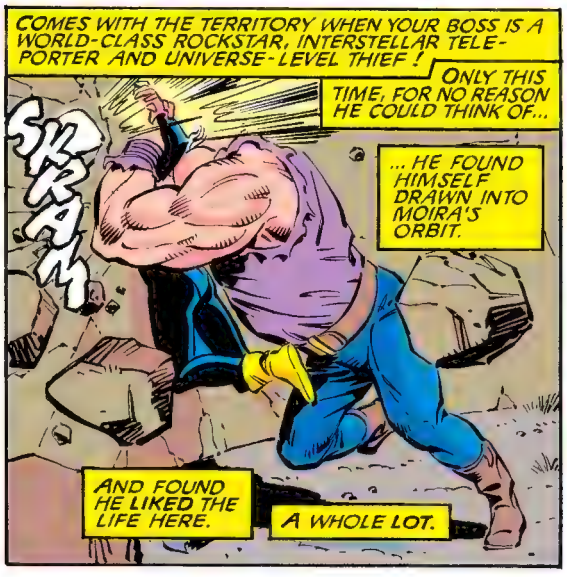

ANY PRAYER OF TRACKING HIM, Ms. WILSON?
TARGET IS FULLY STEALTH CAPABLE, SIR, FAR EXCEEDING EVEN OUR TOP-LINE VEHICLES.
ONCE HE'S OUT OF VISUAL SIGHT...
...HE'S GONE!

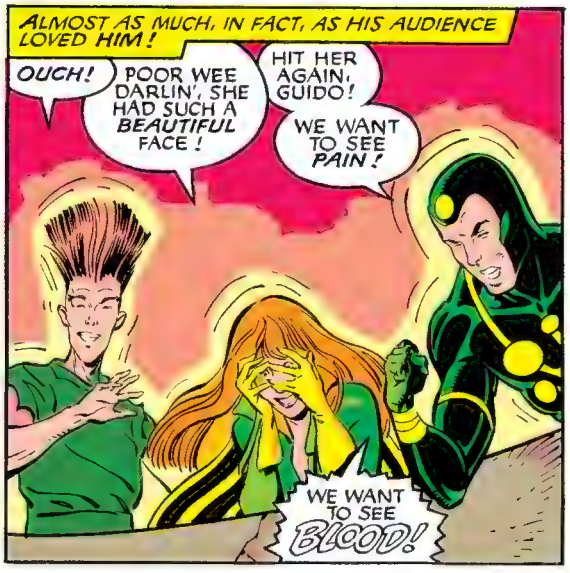

MUIR ISLE...
...AN ELEMENTAL SLAB OF ROCK JUTTING DEFIANTLY OUT OF THE NORTH SEA WITHIN EYESHOT OF CAPE WRATH, THE NORTHERNMOST TIP OF SCOTLAND.
HOME TO GENETICIST MOIRA MacTAGGERT...
...AND HAVEN TO MUTANT-KIND, FOR LONGER THAN EITHER CARES TO THINK ABOUT.
WHERE ROGUE, CURRENTLY THE ONLY REMAINING X-MAN LEFT ON EARTH, HAS JOURNEYED AFTER LEAVING THE SAVAGE LAND...
...AND HAS FOUND THE PLACE CHANGED.
YAWANNA EARN YER PLACE AT THE CHIEF'S SIDE, CUTES...

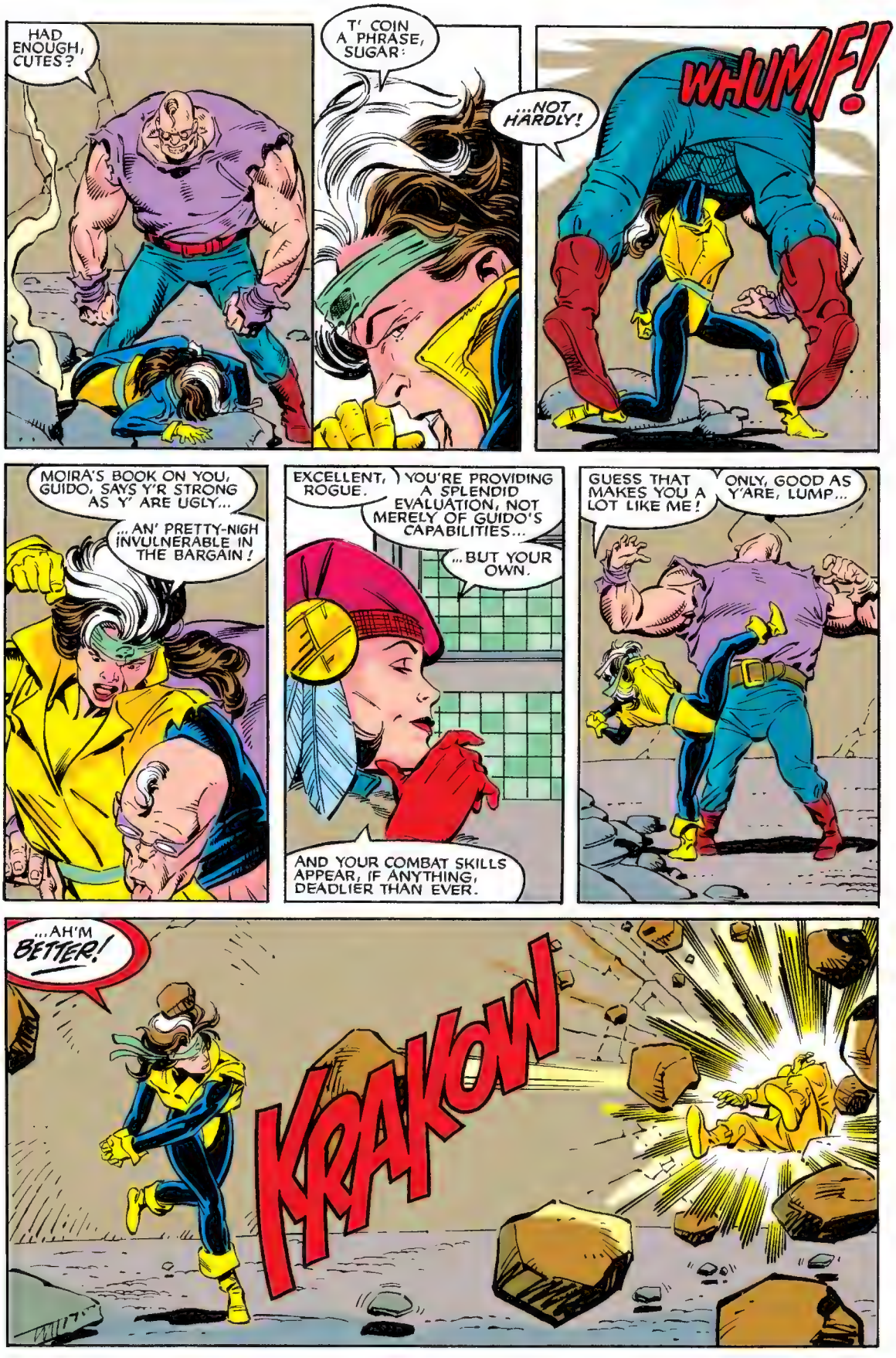

...YA GATTA GO TRU ME!
BRUISER'S NAMED GUIDO.
DAY JOB'S LOOKING AFTER LILA CHENEY.
WHAM

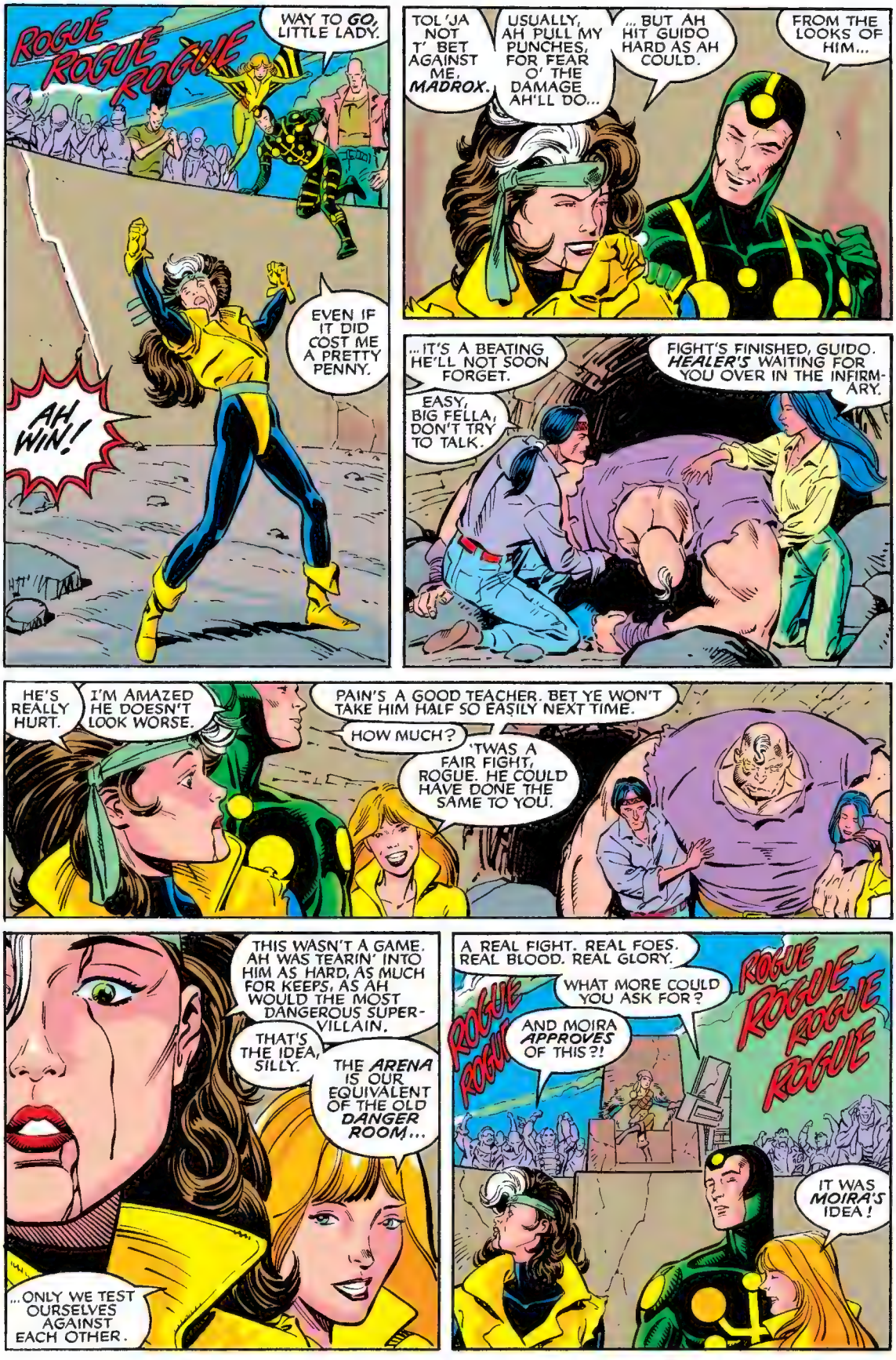

ONLY, A WHILE BACK, SHE UP AND TELEPORTED THE X-MEN ACROSS THE UNIVERSE TO WHO KNOWS WHERE.*
I APPRECIATE THE CALL, BRIGADIER STUART. YOU'RE QUITE CORRECT, IT SOUNDS MOST INTRIGUING.
I'LL LET YOU KNOW SHOULD ANYTHING DEVELOP AT THIS END.
*AT THE END OF X-MEN #273 -- Bob.


NEITHER LILA NOR THE X-MEN HAS BEEN SEEN OR HEARD FROM SINCE.
NO BIG DEAL.
GUIDO'S USED TO LILA'S PERIPATETIC COMINGS AND GOINGS.

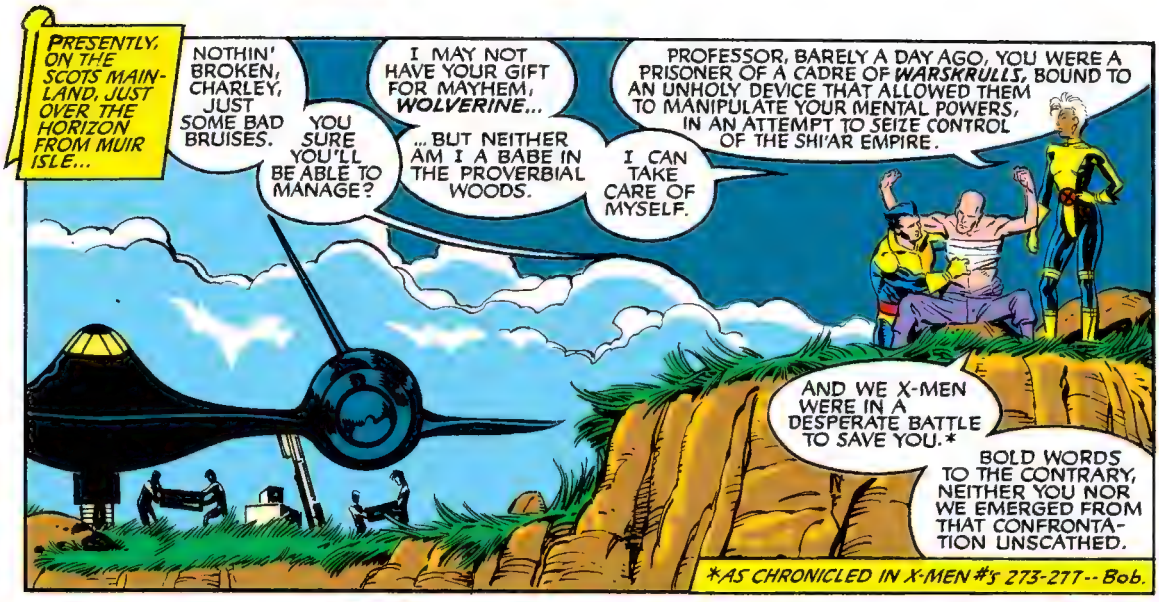

COMES WITH THE TERRITORY WHEN YOUR BOSS IS A WORLD-CLASS ROCKSTAR, INTERSTELLAR TELE-PORTER AND UNIVERSE-LEVEL THIEF!
ONLY THIS TIME, FOR NO REASON HE COULD THINK OF...
...HE FOUND HIMSELF DRAWN INTO MOIRA'S ORBIT.
SKRAM
AND FOUND HE LIKED THE LIFE HERE.
A WHOLE LOT.

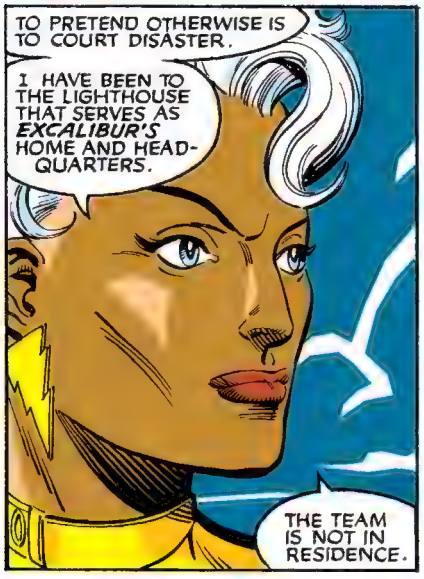

ALMOST AS MUCH, IN FACT, AS HIS AUDIENCE LOVED HIM!
OUCH!
POOR WEE DARLIN', SHE HAD SUCH A BEAUTIFUL FACE!
HIT HER AGAIN, GUIDO!
WE WANT TO SEE PAIN!
WE WANT TO SEE BLOOD!

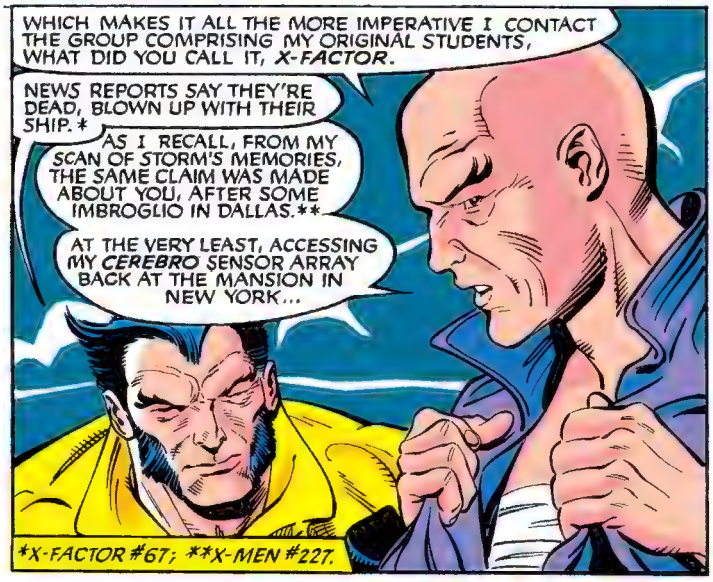

HAD ENOUGH, CUTES?
T' COIN A PHRASE, SUGAR:
...NOT HARDLY!
WHUMF!
MOIRA'S BOOK ON YOU, GUIDO, SAYS Y'R STRONG AS Y' ARE UGLY...
...AN' PRETTY-NIGH INVULNERABLE IN THE BARGAIN!
EXCELLENT, ROGUE.
YOU'RE PROVIDING A SPLENDID EVALUATION, NOT MERELY OF GUIDO'S CAPABILITIES...
...BUT YOUR OWN.
AND YOUR COMBAT SKILLS APPEAR, IF ANYTHING, DEADLIER THAN EVER.
GUESS THAT MAKES YOU A LOT LIKE ME!
ONLY, GOOD AS Y'ARE, LUMP...
...AH'M BETTER!
KRAKOW


ROGUE ROGUE ROGUE
WAY TO GO, LITTLE LADY.
EVEN IF IT DID COST ME A PRETTY PENNY.
AH WIN!
TOL'JA NOT T' BET AGAINST ME, MADROX.
USUALLY, AH PULL MY PUNCHES, FOR FEAR O' THE DAMAGE AH'LL DO...
...BUT AH HIT GUIDO HARD AS AH COULD.
FROM THE LOOKS OF HIM...
...IT'S A BEATING HE'LL NOT SOON FORGET.
EASY, BIG FELLA, DON'T TRY TO TALK.
FIGHT'S FINISHED, GUIDO. HEALER'S WAITING FOR YOU OVER IN THE INFIRMARY.
HE'S REALLY HURT.
I'M AMAZED HE DOESN'T LOOK WORSE.
PAIN'S A GOOD TEACHER. BET YE WON'T TAKE HIM HALF SO EASILY NEXT TIME.
HOW MUCH?
'TWAS A FAIR FIGHT, ROGUE. HE COULD HAVE DONE THE SAME TO YOU.
THIS WASN'T A GAME. AH WAS TEARIN' INTO HIM AS HARD, AS MUCH FOR KEEPS, AS AH WOULD THE MOST DANGEROUS SUPER-VILLAIN.
THAT'S THE IDEA, SILLY.
THE ARENA IS OUR EQUIVALENT OF THE OLD DANGER ROOM...
...ONLY WE TEST OURSELVES AGAINST EACH OTHER.
A REAL FIGHT. REAL FOES. REAL BLOOD. REAL GLORY.
WHAT MORE COULD YOU ASK FOR?
AND MOIRA APPROVES OF THIS?!
ROGUE ROGUE ROGUE ROGUE ROGUE ROGUE
IT WAS MOIRA'S IDEA!


MEANWHILE, NOT SO FAR AWAY...
NO SIGN OF ANY PURSUIT, THE CLOAKING SYSTEMS ARE EVIDENTLY DOING THEIR JOB.
STILL THAT ACCURSED STATIC INHIBITS MY PSI-POWERS.
THE SHADOW KING'S DOING?
IF SO, THAT REPRESENTS A QUANTUM INCREASE IN HIS CAPABILITIES.
SUCH A FEAT IS CERTAINLY BEYOND MINE.
SO MUCH FOR CHARLES XAVIER'S VAUNTED REPUTATION AS THIS PLANET'S FOREMOST TELEPATH.
Oh.
Oh, MY.
THIS CERTAINLY SMARTS.
SERVES ME RIGHT, FOR DEPENDING FAR TOO MUCH ON MY MENTAL POWERS TO SAFEGUARD ME.
IF INDEED WE ARE FACING THE SHADOW KING, I WON'T BE SO FORTUNATE AGAIN.
AGAINST HIM, I MUST BE AT MY PEAK, PHYSICALLY AND PSYCHICALLY.
AND EVEN THEN, NOTHING IS GUARANTEED.
I SEE MY SMALL DIVERSION SERVED ITS PURPOSE, PROFESSOR.
PERFECTLY, STORM. I COULDN'T HAVE ASKED FOR MORE.
FOLLOW ME, THEN.
I SHALL LEAD YOU TO THE OTHERS.

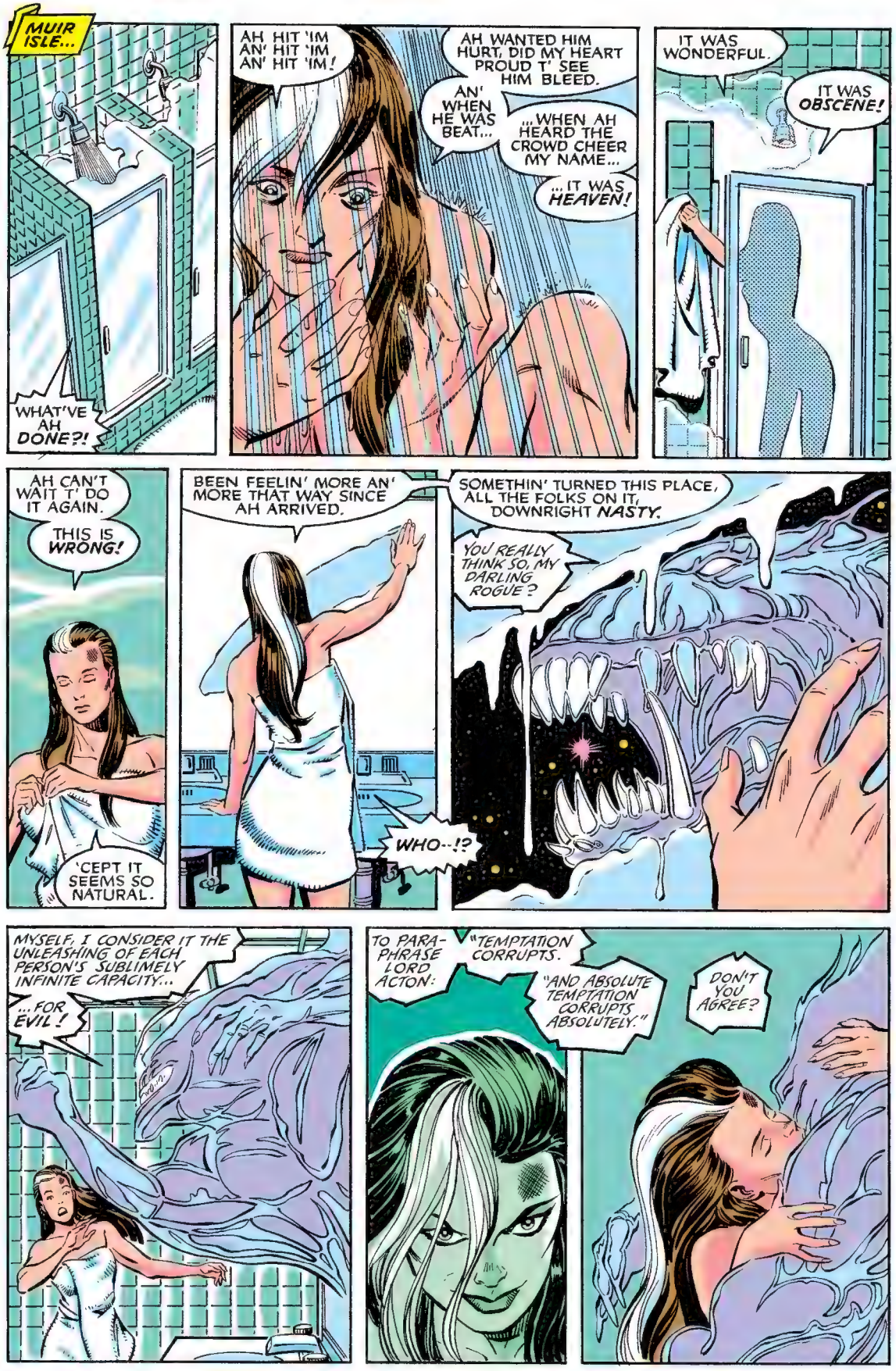

PRESENTLY, ON THE SCOTS MAINLAND, JUST OVER THE HORIZON FROM MUIR ISLE...
NOTHIN' BROKEN, CHARLEY, JUST SOME BAD BRUISES.
YOU SURE YOU'LL BE ABLE TO MANAGE?
I MAY NOT HAVE YOUR GIFT FOR MAYHEM, WOLVERINE...
...BUT NEITHER AM I A BABE IN THE PROVERBIAL WOODS.
I CAN TAKE CARE OF MYSELF.
PROFESSOR, BARELY A DAY AGO, YOU WERE A PRISONER OF A CADRE OF WARSKRULLS, BOUND TO AN UNHOLY DEVICE THAT ALLOWED THEM TO MANIPULATE YOUR MENTAL POWERS, IN AN ATTEMPT TO SEIZE CONTROL OF THE SHI'AR EMPIRE.
AND WE X-MEN WERE IN A DESPERATE BATTLE TO SAVE YOU.*
BOLD WORDS TO THE CONTRARY, NEITHER YOU NOR WE EMERGED FROM THAT CONFRONTATION UNSCATHED.
*AS CHRONICLED IN X-MEN #s 273-277 -- Bob.


TO PRETEND OTHERWISE IS TO COURT DISASTER.
I HAVE BEEN TO THE LIGHTHOUSE THAT SERVES AS EXCALIBUR'S HOME AND HEADQUARTERS.
THE TEAM IS NOT IN RESIDENCE.

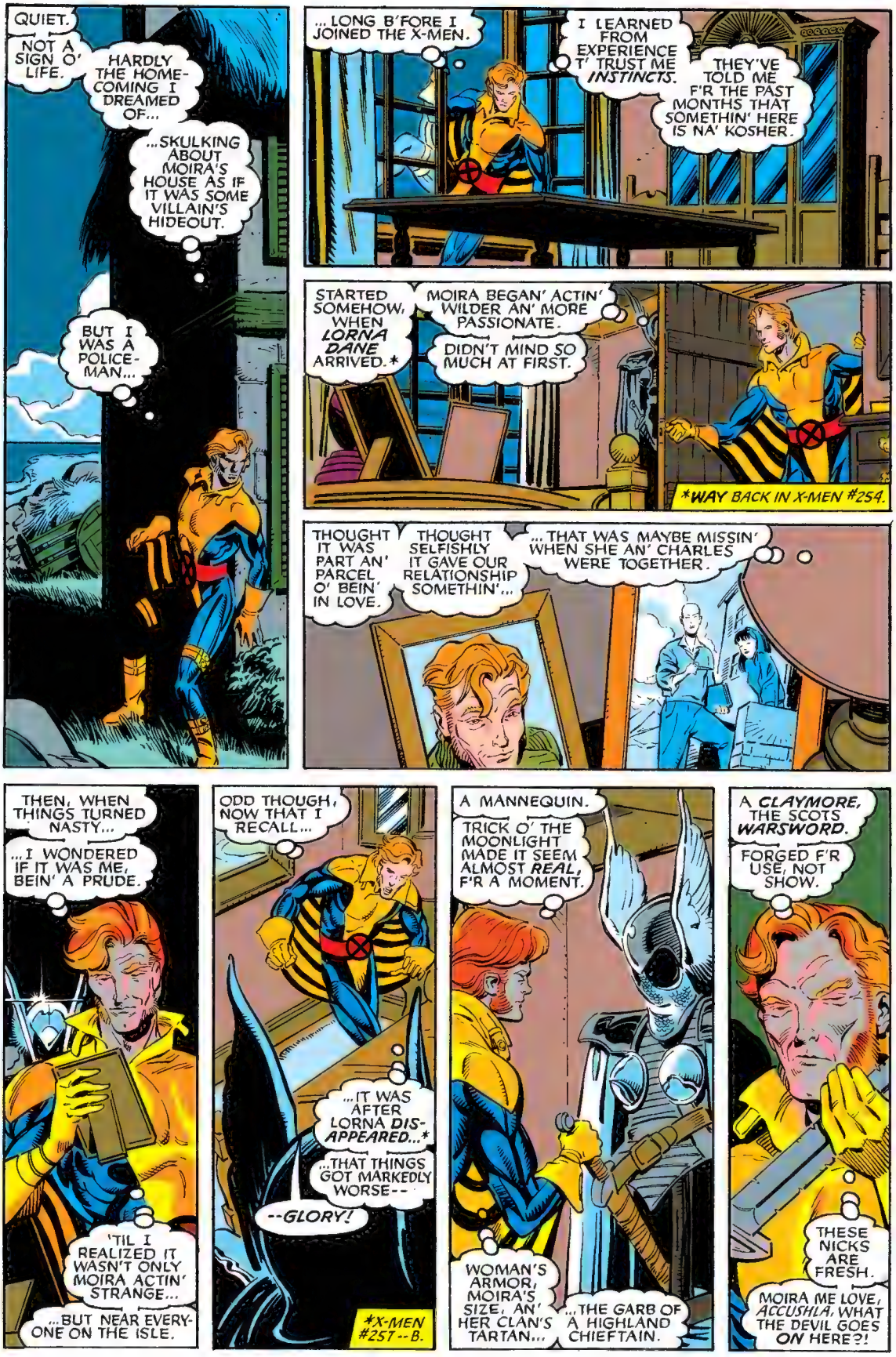

WHICH MAKES IT ALL THE MORE IMPERATIVE I CONTACT THE GROUP COMPRISING MY ORIGINAL STUDENTS, WHAT DID YOU CALL IT, X-FACTOR.
NEWS REPORTS SAY THEY'RE DEAD, BLOWN UP WITH THEIR SHIP.*
AS I RECALL, FROM MY SCAN OF STORM'S MEMORIES, THE SAME CLAIM WAS MADE ABOUT YOU, AFTER SOME IMBROGLIO IN DALLAS.**
AT THE VERY LEAST, ACCESSING MY CEREBRO SENSOR ARRAY BACK AT THE MANSION IN NEW YORK...
*X-FACTOR #67; **X-MEN #227.

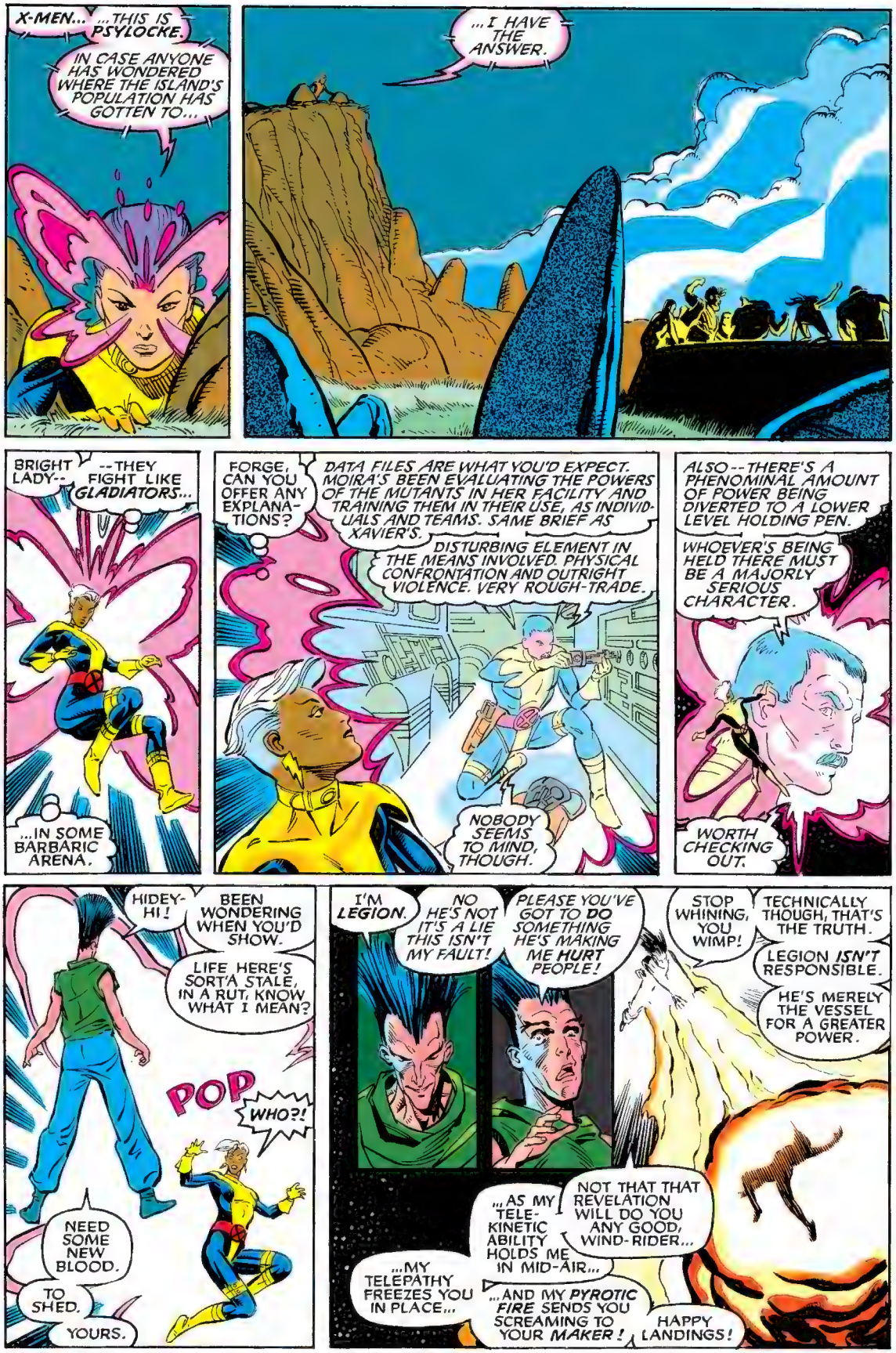

...WILL ENABLE ME TO SCAN NOT MERELY FOR THEM, BUT FOR OUR FOE.
IN THE MEANWHILE, YOU X-MEN WILL UNDERTAKE A STRATEGIC RECONNAISSANCE OF MUIR ISLE, TO DETERMINE THE SITUATION THERE.
HOPEFULLY, ALL IS WELL, AND BANSHEE'S FEARS FOR MOIRA GROUNDLESS.
AYE, CHARLES, THAT'S ME PRAYER.
IF NOT...


...THEN WE MUST SET THINGS A'RIGHT.


MUIR ISLE...
WHAT'VE AH DONE?!
AH HIT 'IM AN' HIT 'IM AN' HIT 'IM!
AH WANTED HIM HURT, DID MY HEART PROUD T' SEE HIM BLEED.
AN' WHEN HE WAS BEAT...
...WHEN AH HEARD THE CROWD CHEER MY NAME...
...IT WAS HEAVEN!
IT WAS WONDERFUL.
IT WAS OBSCENE!
AH CAN'T WAIT T' DO IT AGAIN.
THIS IS WRONG!
'CEPT IT SEEMS SO NATURAL.
BEEN FEELIN' MORE AN' MORE THAT WAY SINCE AH ARRIVED.
WHO--!?
SOMETHIN' TURNED THIS PLACE, ALL THE FOLKS ON IT, DOWNRIGHT NASTY.
YOU REALLY THINK SO, MY DARLING ROGUE?
MYSELF, I CONSIDER IT THE UNLEASHING OF EACH PERSON'S SUBLIMELY INFINITE CAPACITY...
...FOR EVIL!
TO PARA-PHRASE LORD ACTON:
"TEMPTATION CORRUPTS.
"AND ABSOLUTE TEMPTATION CORRUPTS ABSOLUTELY."
DON'T YOU AGREE?


ABOARD THE BLACKBIRD...
FORGE?
STATUS, PLEASE.
SOARING LIKE A BIRD, BOSS, THANKS TO THE GLIDER WINGS I BUILT.
AND THE WINDS YOU'RE PROVIDING THEM TO WORK WITH.
WOULDN'T MIND TRYING THIS WITH YOU SOMETIME.
MY PLEASURE.
HOWEVER...
I KNOW, I KNOW, BUSINESS BEFORE...
I'M INTERFACING WITH THE DEFENSIVE SYSTEMRY I ESTABLISHED TO DEFEND THE ISLAND.
WICKED PIECE OF WORK, IF I DO SAY SO MYSELF.
GOOD THING I SNUCK A "BACK DOOR" INTO THE DESIGN.
WHICH IS NOW--AM I GREAT OR WHAT--WIDE OPEN.
GREEN LIGHT, TEAM.
HANG ON TIGHT, JUBILEE, TIME TO FLY!
Uh-uh, NO WAY NOHOW I WON'T I WON'T I WON'T THIS IS TOTALLY NUTS YOU'RE ALL CRAZY
THIS IS FAN-TAS-TIC!
WOWIE-ZOWIE CAN WE DO IT AGAIN SOMETIME REAL SOON PLEASE?
Sigh.
THEY PROBABLY HEARD THE CHILD'S CRY ALL THE WAY TO LONDON.
QU'EST-CE QUE C'EST, STORMY? YOU NEVER HAD ANY FUN AS A CHILE, GONNA BEGRUDGE YOUNG JUBILATION HERE?
THIS IS NOT A GAME, GAMBIT.
AU CONTRAIRE, CHERE. IT'S THE ULTIMATE GAME--
--FOR THE HIGHEST OF STAKES, N'EST-CE-PAS? OUR LIVES.
SHAME IS, WE CAN'T LOOT THE PLACE CLEAN IN THE PROCESS.
AN ESSENTIAL DRAWBACK, GAMBIT, OF BEING ONE OF THE GOOD GUYS.
PROFESSOR--!
FOR THE LAST TIME, STORM...
...WHILE I APPRECIATE YOUR CONCERN...
...YOU NEED THE WHOLE OF YOUR TEAM WITH YOU, ESPECIALLY IF YOU RUN INTO TROUBLE.
I WILL BE FINE ON MY OWN.


QUIET.
NOT A SIGN O' LIFE.
HARDLY THE HOME-COMING I DREAMED OF...
...SKULKING ABOUT MOIRA'S HOUSE AS IF IT WAS SOME VILLAIN'S HIDEOUT.
BUT I WAS A POLICE-MAN...
...LONG B'FORE I JOINED THE X-MEN.
I LEARNED FROM EXPERIENCE T' TRUST ME INSTINCTS.
THEY'VE TOLD ME F'R THE PAST MONTHS THAT SOMETHIN' HERE IS NA' KOSHER.
STARTED SOMEHOW, WHEN LORNA DANE ARRIVED.*
MOIRA BEGAN' ACTIN' WILDER AN' MORE PASSIONATE.
DIDN'T MIND SO MUCH AT FIRST.
*WAY BACK IN X-MEN #254.
THOUGHT IT WAS PART AN' PARCEL O' BEIN' IN LOVE.
THOUGHT SELFISHLY IT GAVE OUR RELATIONSHIP SOMETHIN'...
...THAT WAS MAYBE MISSIN' WHEN SHE AN' CHARLES WERE TOGETHER.
THEN, WHEN THINGS TURNED NASTY...
...I WONDERED IF IT WAS ME, BEIN' A PRUDE.
'TIL I REALIZED IT WASN'T ONLY MOIRA ACTIN' STRANGE...
...BUT NEAR EVERY-ONE ON THE ISLE.
ODD THOUGH, NOW THAT I RECALL...
...IT WAS AFTER LORNA DIS-APPEARED...*
...THAT THINGS GOT MARKEDLY WORSE--
--GLORY!
*X-MEN #257--B.
A MANNEQUIN.
TRICK O' THE MOONLIGHT MADE IT SEEM ALMOST REAL, F'R A MOMENT.
WOMAN'S ARMOR, MOIRA'S SIZE, AN' HER CLAN'S TARTAN...
...THE GARB OF A HIGHLAND CHIEFTAIN.
A CLAYMORE, THE SCOTS WARSWORD.
FORGED F'R USE, NOT SHOW.
THESE NICKS ARE FRESH.
MOIRA ME LOVE, ACCUSHLA, WHAT THE DEVIL GOES ON HERE?!

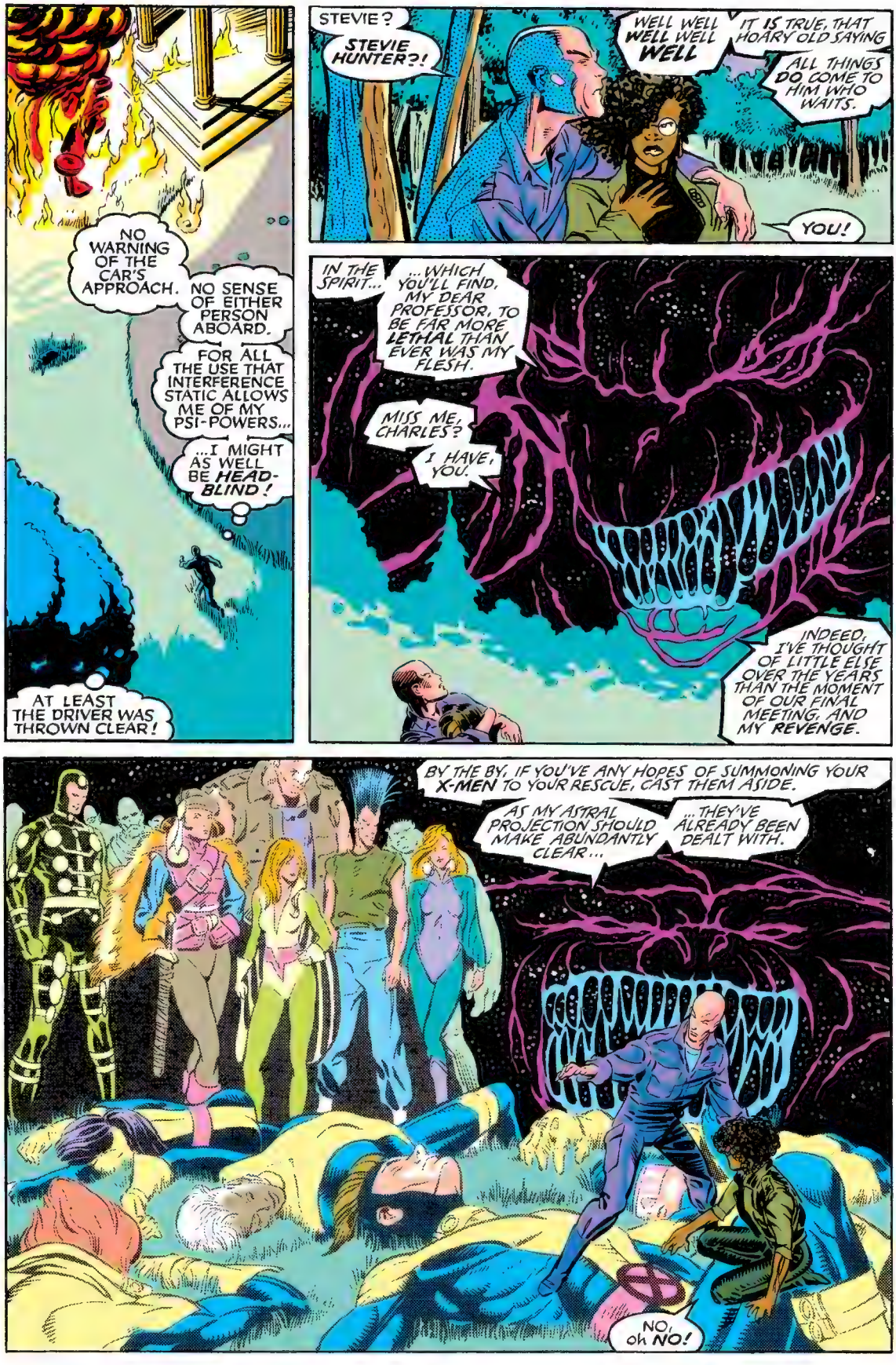

X-MEN... ...THIS IS PSYLOCKE.
IN CASE ANYONE HAS WONDERED WHERE THE ISLAND'S POPULATION HAS GOTTEN TO...
...I HAVE THE ANSWER.
BRIGHT LADY-- --THEY FIGHT LIKE GLADIATORS...
...IN SOME BARBARIC ARENA.
FORGE, CAN YOU OFFER ANY EXPLANATIONS?
DATA FILES ARE WHAT YOU'D EXPECT. MOIRA'S BEEN EVALUATING THE POWERS OF THE MUTANTS IN HER FACILITY AND TRAINING THEM IN THEIR USE, AS INDIVIDUALS AND TEAMS. SAME BRIEF AS XAVIER'S.
DISTURBING ELEMENT IN THE MEANS INVOLVED. PHYSICAL CONFRONTATION AND OUTRIGHT VIOLENCE. VERY ROUGH-TRADE.
NOBODY SEEMS TO MIND, THOUGH.
ALSO--THERE'S A PHENOMINAL AMOUNT OF POWER BEING DIVERTED TO A LOWER LEVEL HOLDING PEN.
WHOEVER'S BEING HELD THERE MUST BE A MAJORLY SERIOUS CHARACTER.
WORTH CHECKING OUT.
HIDEY-HI!
BEEN WONDERING WHEN YOU'D SHOW.
LIFE HERE'S SORT'A STALE, IN A RUT, KNOW WHAT I MEAN?
POP
WHO?!
NEED SOME NEW BLOOD.
TO SHED.
YOURS.
I'M LEGION.
NO HE'S NOT IT'S A LIE THIS ISN'T MY FAULT!
PLEASE YOU'VE GOT TO DO SOMETHING HE'S MAKING ME HURT PEOPLE!
STOP WHINING, YOU WIMP!
TECHNICALLY THOUGH, THAT'S THE TRUTH.
LEGION ISN'T RESPONSIBLE.
HE'S MERELY THE VESSEL FOR A GREATER POWER.
...AS MY TELE-KINETIC ABILITY HOLDS ME IN MID-AIR...
NOT THAT THAT REVELATION WILL DO YOU ANY GOOD, WIND-RIDER...
...MY TELEPATHY FREEZES YOU IN PLACE...
...AND MY PYROTIC FIRE SENDS YOU SCREAMING TO YOUR MAKER!
HAPPY LANDINGS!

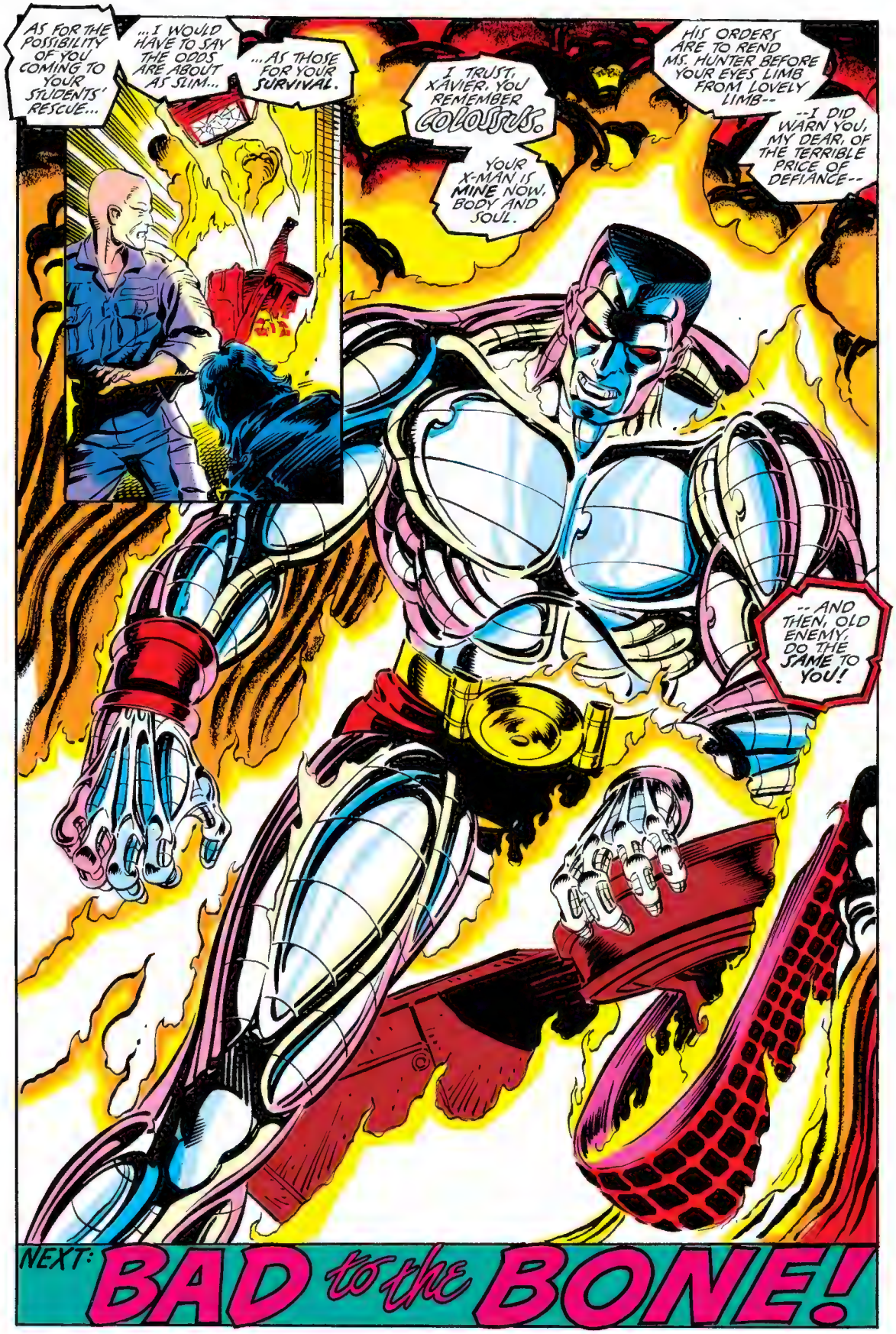

AARRRGH!
STORM!
BURNING--SCREAMING--AGONY--SOME FORCE PREVENTING ME FROM SEVERING THE PSILINK BETWEEN US--
--I'M RECEIVING THE FULL FORCE OF HER PAIN--
--IT'S MORE THAN I CAN BEAR!
MERCY!
ONLY CAUGHT A SENSE O' THINGS B'FORE PSYLOCKE STOPPED PROJECTIN'.
POOR GIRL MUST BE UNCONSCIOUS.
IF IT'S THAT BAD FOR HER, HOW MUCH WORSE FOR--
--STORM!
SHE'S FALLIN' F'R TH' OPEN SEA!
GOT TO GET TO HER!
OWHW!
I'M HIT!
SONIC FORCE BOLT--!
CAN'T STAY AIR-BORNE!
EEEEEE
FWUMP!
POOR OLD MAN.
LOOKS LIKE YE'VE HAD YERSELF A NASTY FALL.
I'VE SURVIVED WORSE, GIRL!
CAN YE SAY THE SAME?!
Whua?!
DADDY, DON'T!
HAVE YE F'RGOTTEN Y'R OWN DAUGHTER, BANSHEE--
--THERESA ROURKE CASSIDY?


YE MUST BE GETTIN' OLD, SILLY MAN...
...T' FALL F'R SO OBVIOUS A PLOY!
SHAME ON YE, DAUGHTER OR NO, F'R LETTIN' Y'R GUARD DOWN.
KRAK
AS YE CAN SEE, MOIRA TAUGHT ME BETTER!
AT THE RISK OF STATING THE OBVIOUS...
...THIS IS PRIVATE PROPERTY.
YOU'RE TRES-PASSING.
JE M'APELLE GAMBIT.
I'M AN X-MAN.
THAT MAKES US PALS, HEY?
'FRAID NOT.
CAN'T SAY I'M SURPRISED.
BUNT!
NICE TRICK.
CHARGE THE CARD WITH KINETIC ENERGY...
...SO THAT IT EXPLODES AGAINST WHATEVER IT HITS?
?
BLAST WAS MEANT TO KNOCK ME OUT, RIGHT?
CARE TO TRY AGAIN?
THAT'S THE SPIRIT.
OH, BY THE WAY, WE'RE CALLED MADROX, THE MULTIPLE MAN.
WAY OUR POWER WORKS, EVERY TIME WE'RE HIT, WE DOUBLE.
ONE TO TWO, TWO TO FOUR, TO EIGHT, TO SIXTEEN, AND SO ON.
HARDER YOU FIGHT, GREATER THE ODDS. IN THE END, WE WIN. WE ALWAYS WIN.
YOUR MOVE.

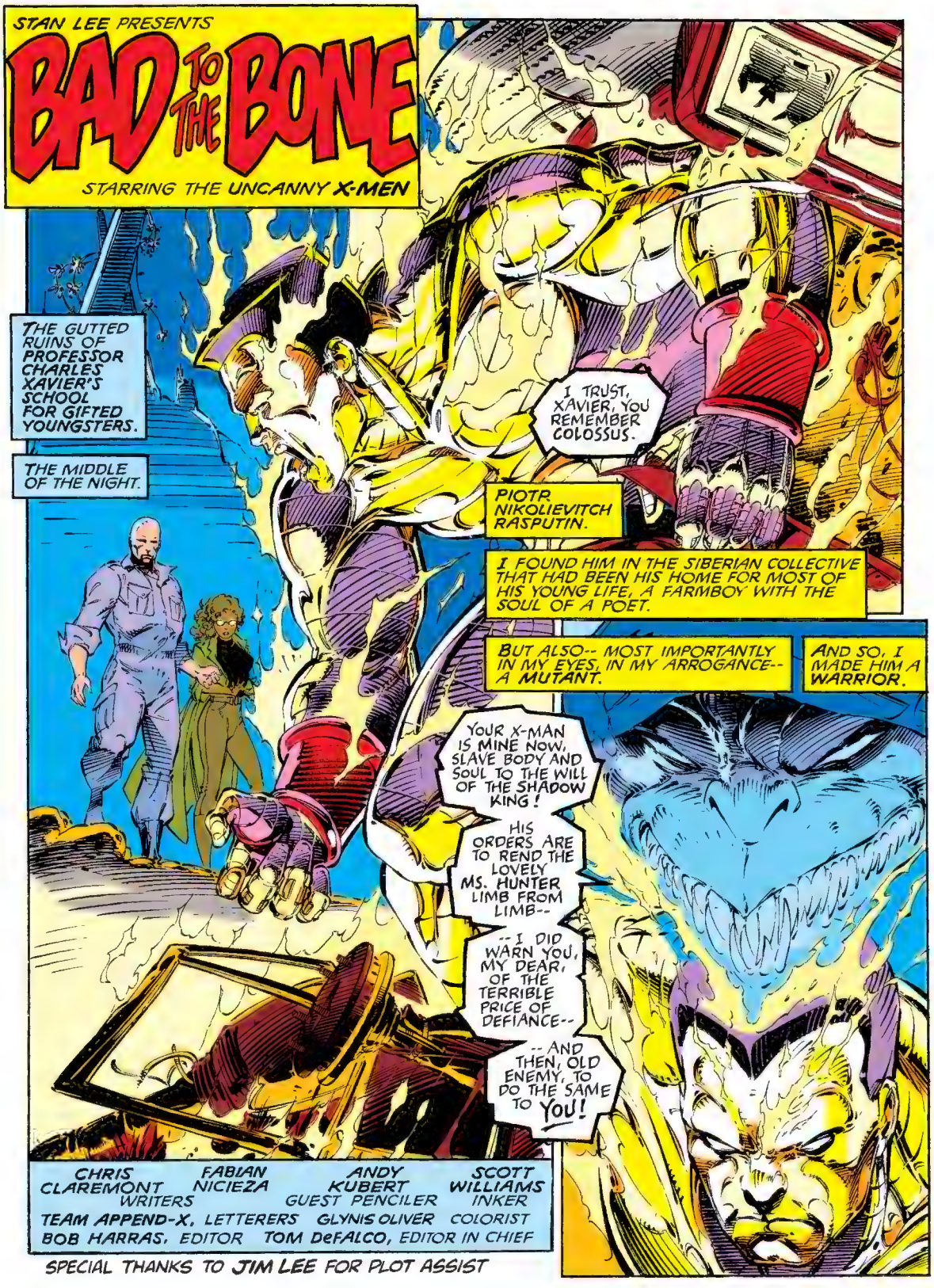

Uh, SHOULDN'T WE BE LIKE WORRIED OR ANYTHING, 'BOUT THE WAY PSYLOCKE WENT OFF THE AIR?
NOTHIN' WE CAN DO FOR HER RIGHT NOW.
ANSWERS'RE WHAT WE NEED.
I FIGURE WE'LL GET SOME AT THE END O' THIS TRAIL I'M FOLLOWIN'.
COULD BE, SHORT-STUFF.
BUT WHO'S TO SAY THEY'LL BE THE ONES YOU LIKE.
ROGUE!
PLEASED AS PUNCH T' SEE YOU, TOO, LOGAN.
SNIKT
SNIKT
GUESS THIS MEANS WE AIN'T FRIENDS NO MORE, huh?
Oh, WONDERFUL!
ONE LOOK AT THE LADY, WOLVIE GOES TOTALLY BERSERK!
IT'S A KNOCK-DOWN, DRAG-OUT, FIST-O-RAMA!
BUT ROGUE AND HIM ARE TEAM-MATES, BEST BUDDIES!
THIS IS NUTS! I AIN'T ABOUT TO LET WOLVIE GET THUMPED, OR HER GET GINSU SLICED-AN'-DICED BY HIS CLAWS. LIKE IT OR NOT, I'M USIN' MY FIRE-WORKS TO END THIS STUPID FIGHT!
THAT WON'T BE NECESSARY, CHILD.
I'M AMANDA, STEWARDESS BY TRADE, DEMON SORCERESS BY NATURE.
I DO HOPE YOU PUT UP A DECENT STRUGGLE.
IT'S BEEN SO LONG SINCE MY PETS FACED A CHALLENGE WORTHY OF THEM.
YEEP!

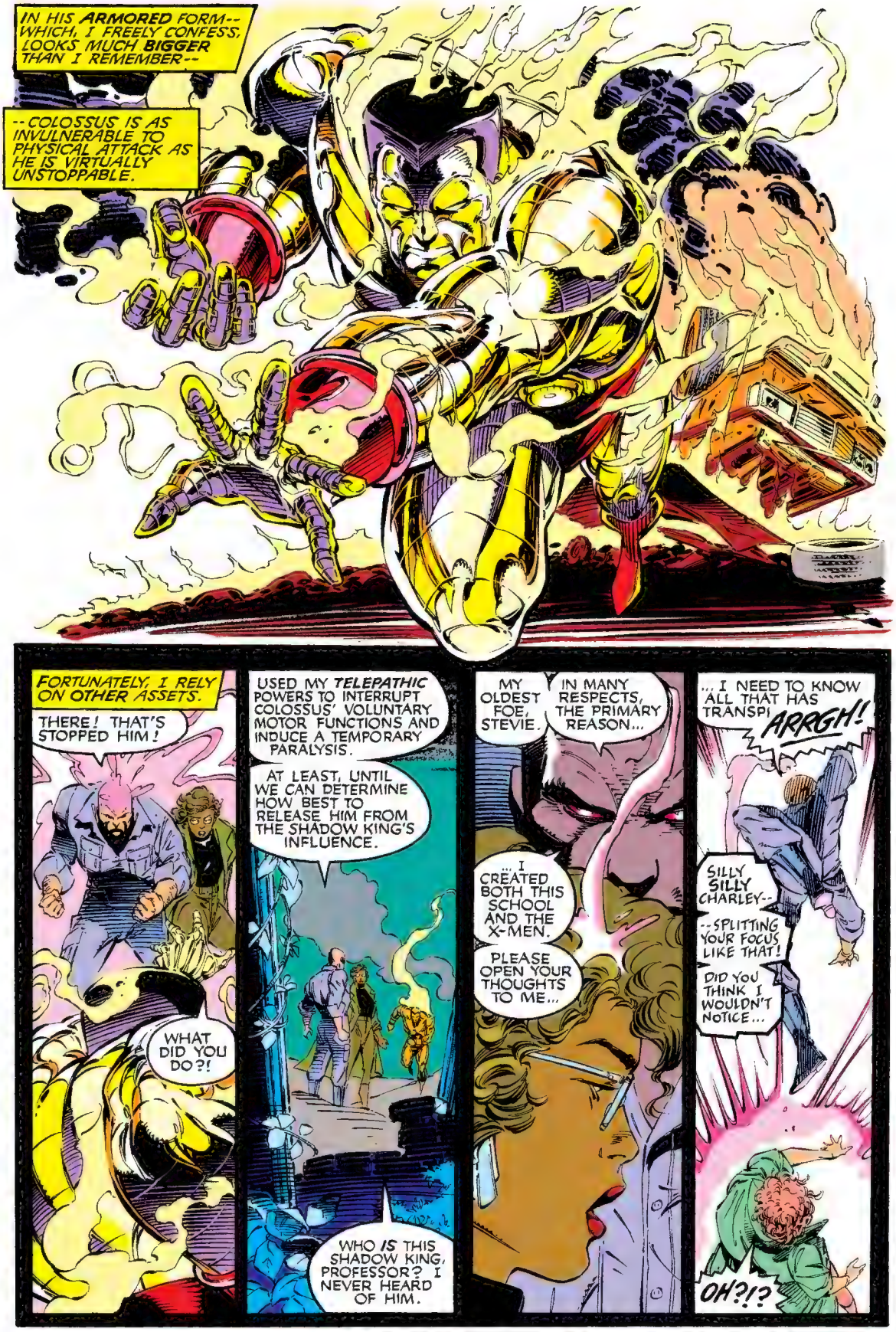

SALEM CENTER, NEW YORK--
--ROUGHLY AN HOUR'S DRIVE UPSTATE FROM NEW YORK CITY--
--THE GROUNDS OF PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS.
I HAD A SENSE OF WHAT HAD HAPPENED FROM MY RAPPORT WITH STORM.
BUT IN THIS INSTANCE...
...SEEING TRULY IS BELIEVING.
THE MANSION, TOTALLY DEMOLISHED, BY A FIEND NAMED MR. SINISTER...
...AS IT WAS, MONTHS EARLIER, BY THE SIDRI HUNTERS.*
WE REBUILT THEN.
WE SHALL AGAIN.
MY DREAM AT LEAST REMAINS, THE PURPOSE FOR BOTH SCHOOL AND X-MEN.
THAT'S THE IMPORTANT-- WHAT?!!
*X-MEN #154--BH.
A CAR, COMING UP THE DRIVE AT TOP SPEED!
SOMEONE ON THE ROOF, TRYING TO STOP IT!
SO MUCH FOR THAT IDEA--
--IS THE DRIVER A MANIAC--
--HE'S DELIBERATELY TRYING TO
CRASH!

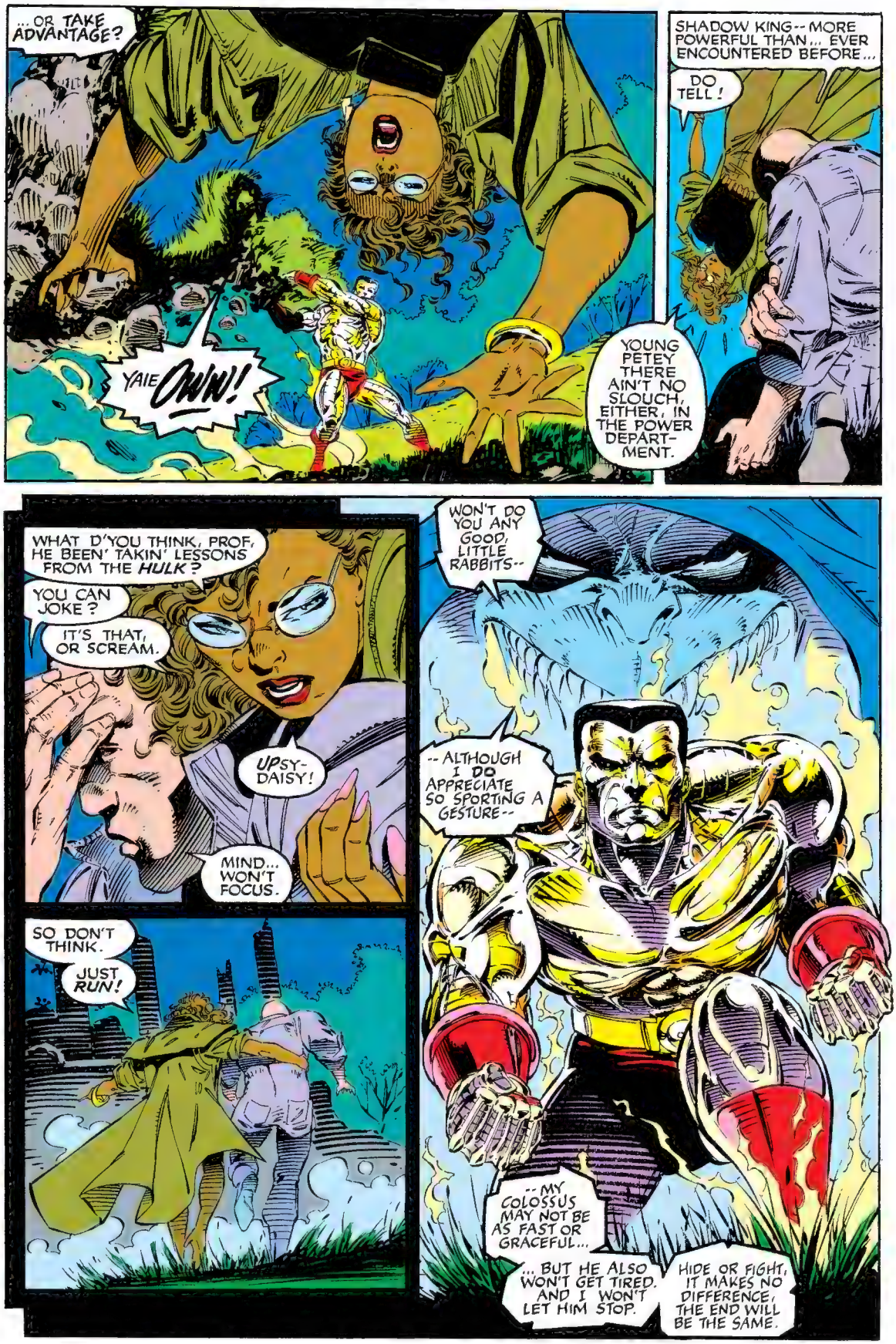

NO WARNING OF THE CAR'S APPROACH.
NO SENSE OF EITHER PERSON ABOARD.
FOR ALL THE USE THAT INTERFERENCE STATIC ALLOWS ME OF MY PSI-POWERS...
...I MIGHT AS WELL BE HEAD-BLIND!
AT LEAST THE DRIVER WAS THROWN CLEAR!
STEVIE?
STEVIE HUNTER?!
WELL WELL WELL WELL WELL
IT IS TRUE, THAT HOARY OLD SAYING
ALL THINGS DO COME TO HIM WHO WAITS.
YOU!
IN THE SPIRIT...
...WHICH YOU'LL FIND, MY DEAR PROFESSOR, TO BE FAR MORE LETHAL THAN EVER WAS MY FLESH.
MISS ME, CHARLES?
I HAVE, YOU.
INDEED, I'VE THOUGHT OF LITTLE ELSE OVER THE YEARS THAN THE MOMENT OF OUR FINAL MEETING, AND MY REVENGE.
BY THE BY, IF YOU'VE ANY HOPES OF SUMMONING YOUR X-MEN TO YOUR RESCUE, CAST THEM ASIDE.
AS MY ASTRAL PROJECTION SHOULD MAKE ABUNDANTLY CLEAR...
...THEY'VE ALREADY BEEN DEALT WITH.
NO, oh NO!

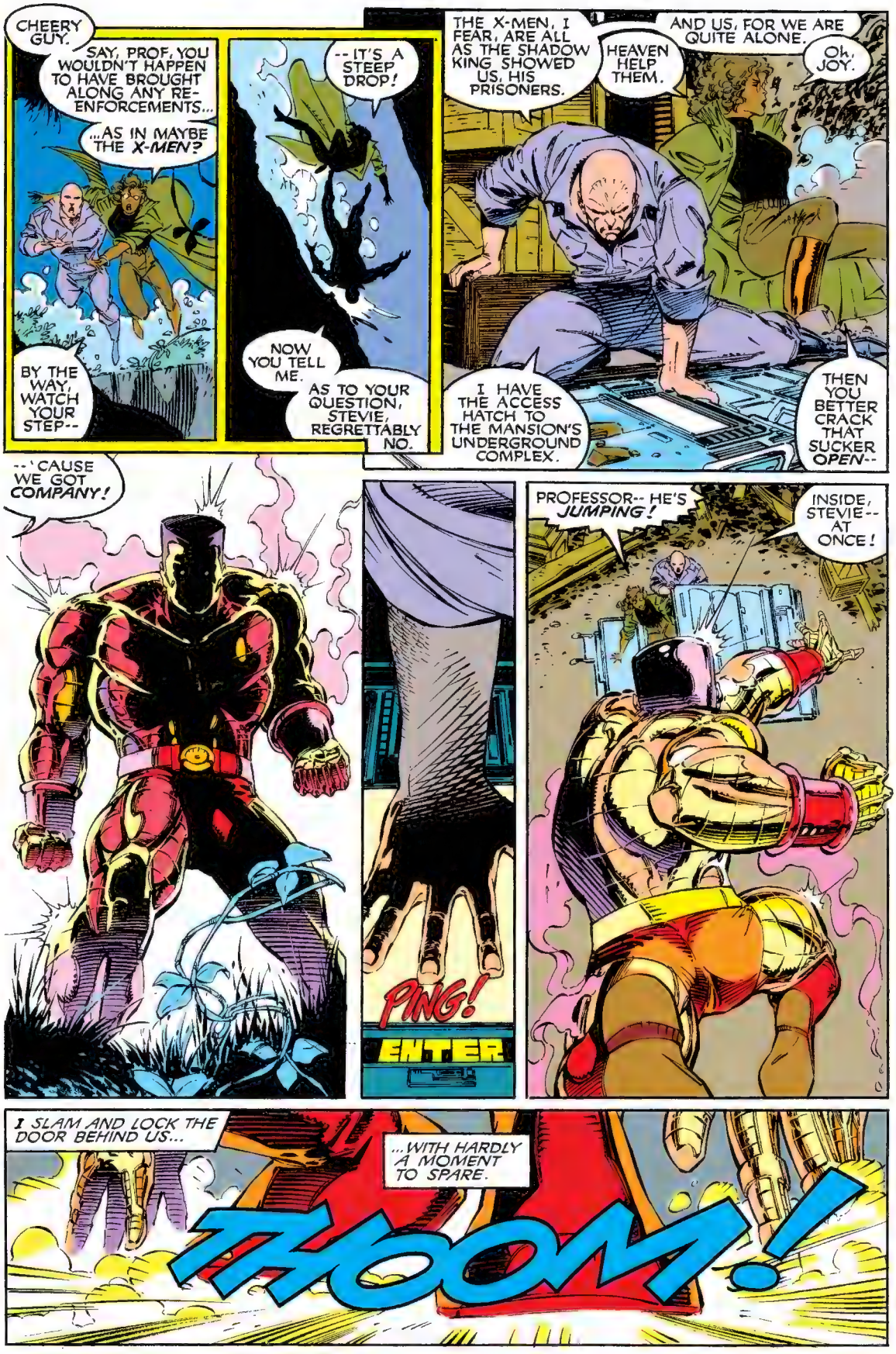

AS FOR THE POSSIBILITY OF YOU COMING TO YOUR STUDENTS' RESCUE...
...I WOULD HAVE TO SAY THE ODDS ARE ABOUT AS SLIM...
...AS THOSE FOR YOUR SURVIVAL.
I TRUST, XAVIER, YOU REMEMBER COLOSSUS.
YOUR X-MAN IS MINE NOW, BODY AND SOUL.
HIS ORDERS ARE TO REND MS. HUNTER BEFORE YOUR EYES LIMB FROM LOVELY LIMB--
--I DID WARN YOU, MY DEAR, OF THE TERRIBLE PRICE OF DEFIANCE--
--AND THEN, OLD ENEMY, DO THE SAME TO YOU!
NEXT: BAD to the BONE!

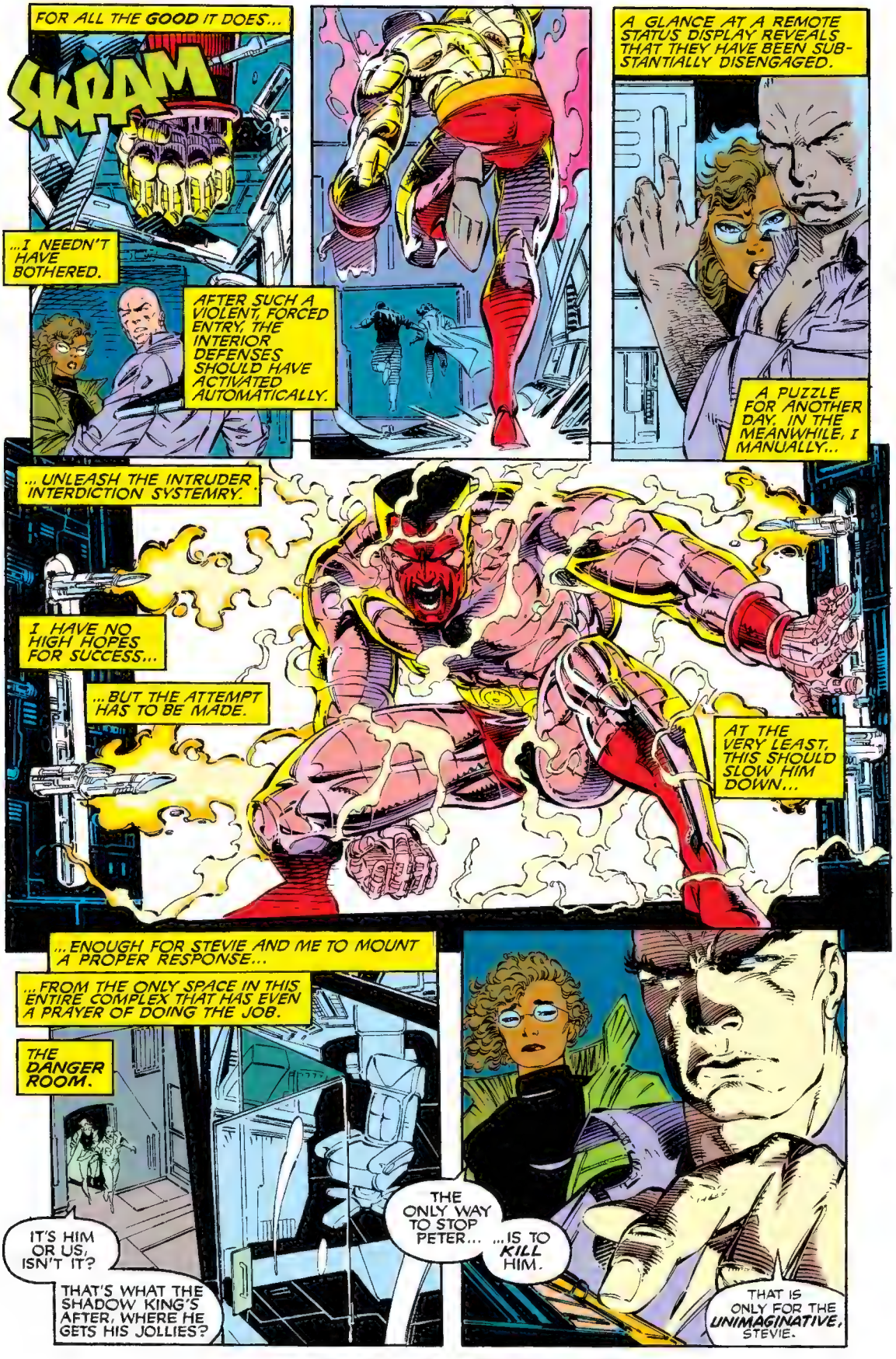

MARVEL COMICS
THE UNCANNY X-MEN
THE MUIR ISLAND SAGA
© 1991 MARVEL ENT GROUP, INC
$1.00 US
$1.25 CAN
279
AUG
02461
APPROVED BY THE COMICS CODE AUTHORITY
BECAUSE YOU DEMANDED IT--
COLOSSUS IS BACK!
SO WHY IS HE TRYING TO KILL PROFESSOR X?
ANDY KUBERT
WILLIAMS '91


STAN LEE PRESENTS
BAD TO THE BONE
STARRING THE UNCANNY X-MEN
THE GUTTED RUINS OF PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS.
THE MIDDLE OF THE NIGHT.
I TRUST, XAVIER, YOU REMEMBER COLOSSUS.
PIOTR NIKOLIEVITCH RASPUTIN.
I FOUND HIM IN THE SIBERIAN COLLECTIVE THAT HAD BEEN HIS HOME FOR MOST OF HIS YOUNG LIFE, A FARMBOY WITH THE SOUL OF A POET.
BUT ALSO-- MOST IMPORTANTLY IN MY EYES, IN MY ARROGANCE-- A MUTANT.
AND SO, I MADE HIM A WARRIOR.
YOUR X-MAN IS MINE NOW, SLAVE BODY AND SOUL TO THE WILL OF THE SHADOW KING!
HIS ORDERS ARE TO REND THE LOVELY MS. HUNTER LIMB FROM LIMB--
--I DID WARN YOU, MY DEAR, OF THE TERRIBLE PRICE OF DEFIANCE--
--AND THEN, OLD ENEMY, TO DO THE SAME TO YOU!
CHRIS CLAREMONT WRITERS
FABIAN NICIEZA GUEST PENCILER
ANDY KUBERT INKER
SCOTT WILLIAMS COLORIST
TEAM APPEND-X, LETTERERS
GLYNIS OLIVER EDITOR
BOB HARRAS, EDITOR
TOM DeFALCO, EDITOR IN CHIEF
SPECIAL THANKS TO JIM LEE FOR PLOT ASSIST


IN HIS ARMORED FORM--WHICH, I FREELY CONFESS, LOOKS MUCH BIGGER THAN I REMEMBER--
--COLOSSUS IS AS INVULNERABLE TO PHYSICAL ATTACK AS HE IS VIRTUALLY UNSTOPPABLE.
FORTUNATELY, I RELY ON OTHER ASSETS.
THERE! THAT'S STOPPED HIM!
WHAT DID YOU DO?!
USED MY TELEPATHIC POWERS TO INTERRUPT COLOSSUS' VOLUNTARY MOTOR FUNCTIONS AND INDUCE A TEMPORARY PARALYSIS.
AT LEAST, UNTIL WE CAN DETERMINE HOW BEST TO RELEASE HIM FROM THE SHADOW KING'S INFLUENCE.
WHO IS THIS SHADOW KING, PROFESSOR? I NEVER HEARD OF HIM.
MY OLDEST FOE, STEVIE.
IN MANY RESPECTS, THE PRIMARY REASON...
...I CREATED BOTH THIS SCHOOL AND THE X-MEN.
PLEASE OPEN YOUR THOUGHTS TO ME...
...I NEED TO KNOW ALL THAT HAS TRANSPI
ARRGH!
SILLY SILLY CHARLEY--
--SPLITTING YOUR FOCUS LIKE THAT!
DID YOU THINK I WOULDN'T NOTICE...
OH?!?

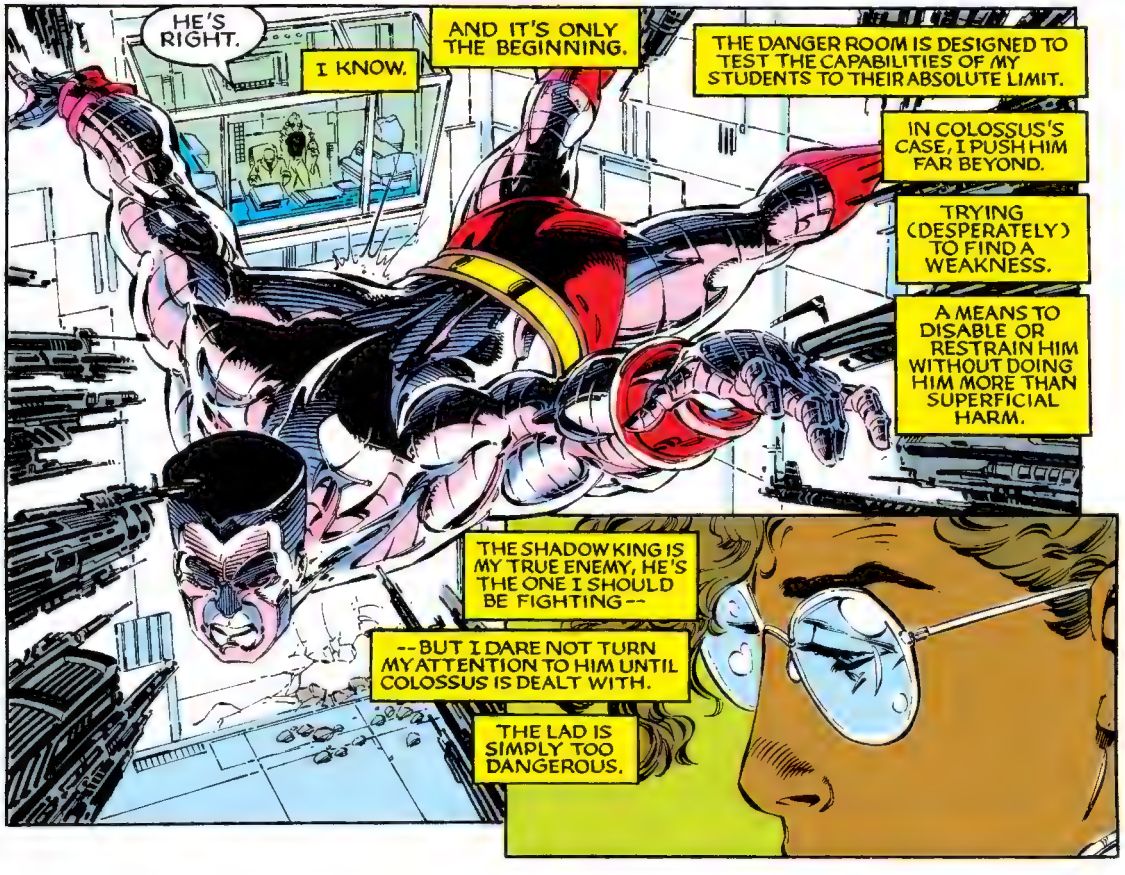

...OR TAKE ADVANTAGE?
YAIE OWW!
SHADOW KING-- MORE POWERFUL THAN... EVER ENCOUNTERED BEFORE...
DO TELL!
YOUNG PETEY THERE AIN'T NO SLOUCH, EITHER, IN THE POWER DEPARTMENT.
WHAT D'YOU THINK, PROF, HE BEEN' TAKIN' LESSONS FROM THE HULK?
YOU CAN JOKE?
IT'S THAT, OR SCREAM.
UPSY-DAISY!
MIND... WON'T FOCUS.
WON'T DO YOU ANY GOOD, LITTLE RABBITS--
-- ALTHOUGH I DO APPRECIATE SO SPORTING A GESTURE--
SO DON'T THINK.
JUST RUN!
-- MY COLOSSUS MAY NOT BE AS FAST OR GRACEFUL...
... BUT HE ALSO WON'T GET TIRED. AND I WON'T LET HIM STOP.
HIDE OR FIGHT, IT MAKES NO DIFFERENCE, THE END WILL BE THE SAME.

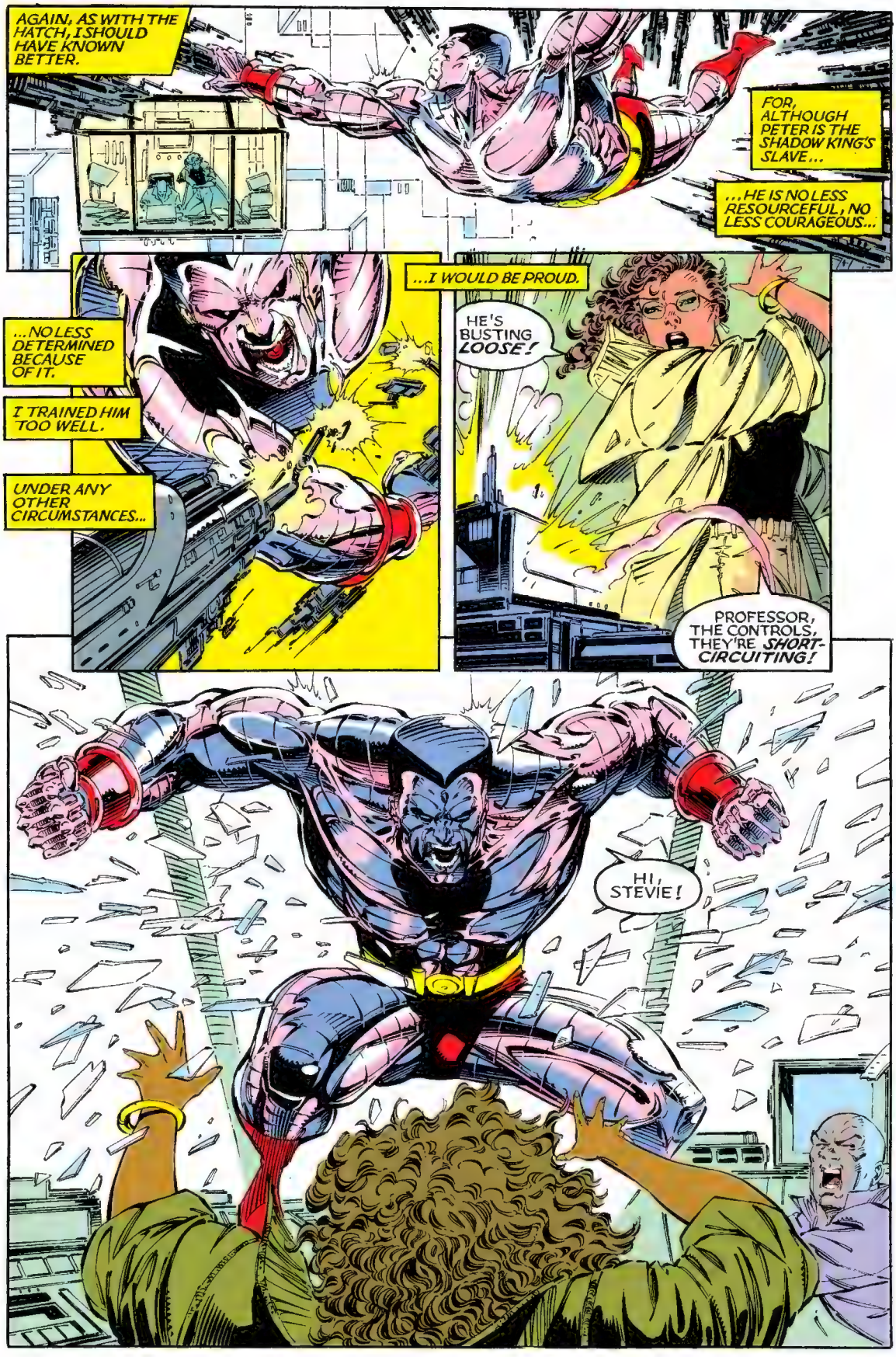

CHEERY GUY.
SAY, PROF, YOU WOULDN'T HAPPEN TO HAVE BROUGHT ALONG ANY RE-ENFORCEMENTS...
...AS IN MAYBE THE X-MEN?
BY THE WAY, WATCH YOUR STEP--
--IT'S A STEEP DROP!
NOW YOU TELL ME.
AS TO YOUR QUESTION, STEVIE, REGRETTABLY NO.
THE X-MEN, I FEAR, ARE ALL AS THE SHADOW KING SHOWED US, HIS PRISONERS.
HEAVEN HELP THEM.
AND US, FOR WE ARE QUITE ALONE.
Oh, JOY.
I HAVE THE ACCESS HATCH TO THE MANSION'S UNDERGROUND COMPLEX.
THEN YOU BETTER CRACK THAT SUCKER OPEN--
--'CAUSE WE GOT COMPANY!
PING!
ENTER
PROFESSOR-- HE'S JUMPING!
INSIDE, STEVIE-- AT ONCE!
I SLAM AND LOCK THE DOOR BEHIND US...
...WITH HARDLY A MOMENT TO SPARE.
KOOM!

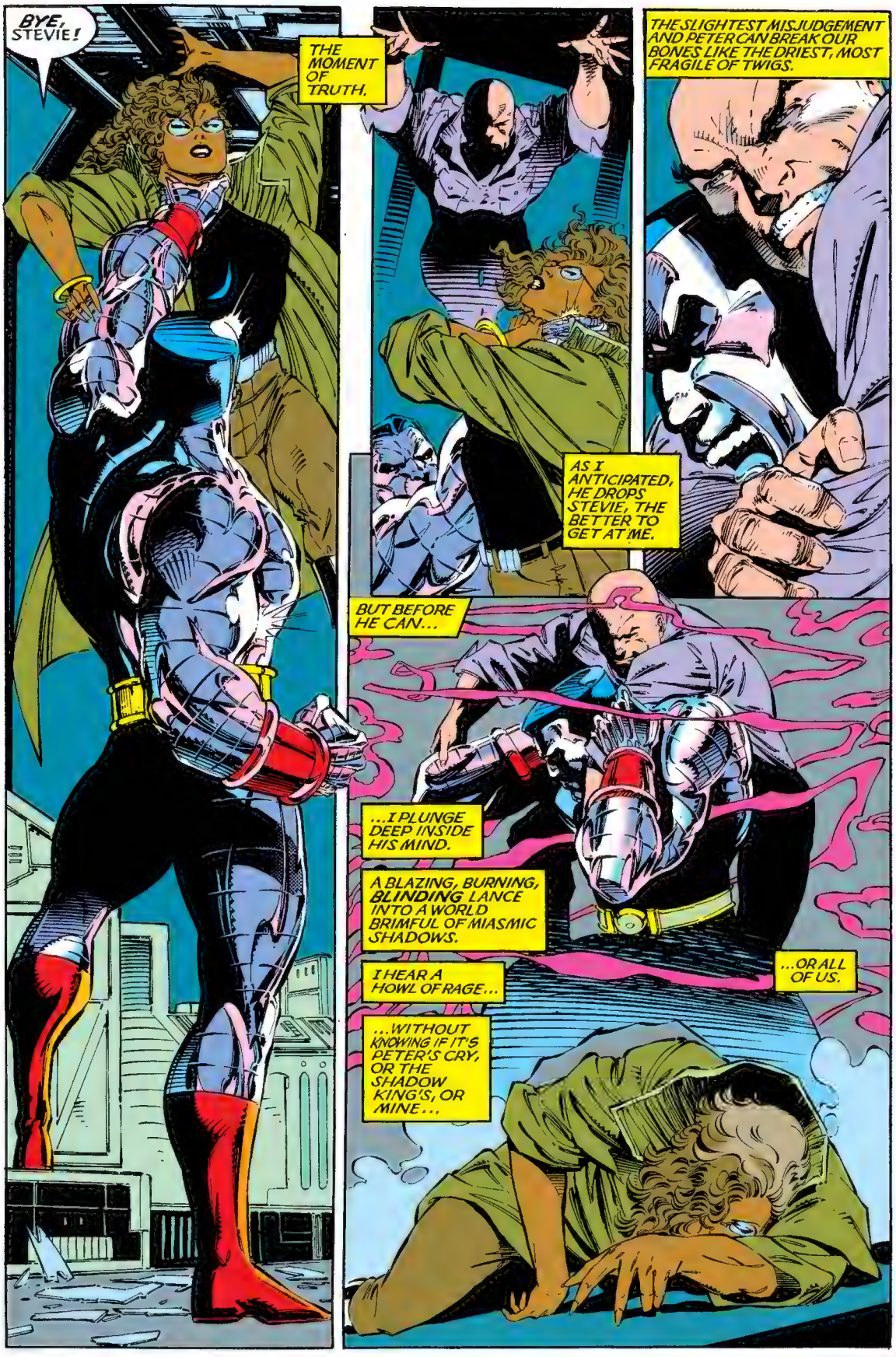

FOR ALL THE GOOD IT DOES...
SKRAM
...I NEEDN'T HAVE BOTHERED.
AFTER SUCH A VIOLENT, FORCED ENTRY, THE INTERIOR DEFENSES SHOULD HAVE ACTIVATED AUTOMATICALLY.
A GLANCE AT A REMOTE STATUS DISPLAY REVEALS THAT THEY HAVE BEEN SUBSTANTIALLY DISENGAGED.
A PUZZLE FOR ANOTHER DAY. IN THE MEANWHILE, I MANUALLY...
...UNLEASH THE INTRUDER INTERDICTION SYSTEMRY.
I HAVE NO HIGH HOPES FOR SUCCESS...
...BUT THE ATTEMPT HAS TO BE MADE.
AT THE VERY LEAST, THIS SHOULD SLOW HIM DOWN...
...ENOUGH FOR STEVIE AND ME TO MOUNT A PROPER RESPONSE...
...FROM THE ONLY SPACE IN THIS ENTIRE COMPLEX THAT HAS EVEN A PRAYER OF DOING THE JOB.
THE DANGER ROOM.
IT'S HIM OR US, ISN'T IT?
THAT'S WHAT THE SHADOW KING'S AFTER, WHERE HE GETS HIS JOLLIES?
THE ONLY WAY TO STOP PETER...
...IS TO KILL HIM.
THAT IS ONLY FOR THE UNIMAGINATIVE, STEVIE.

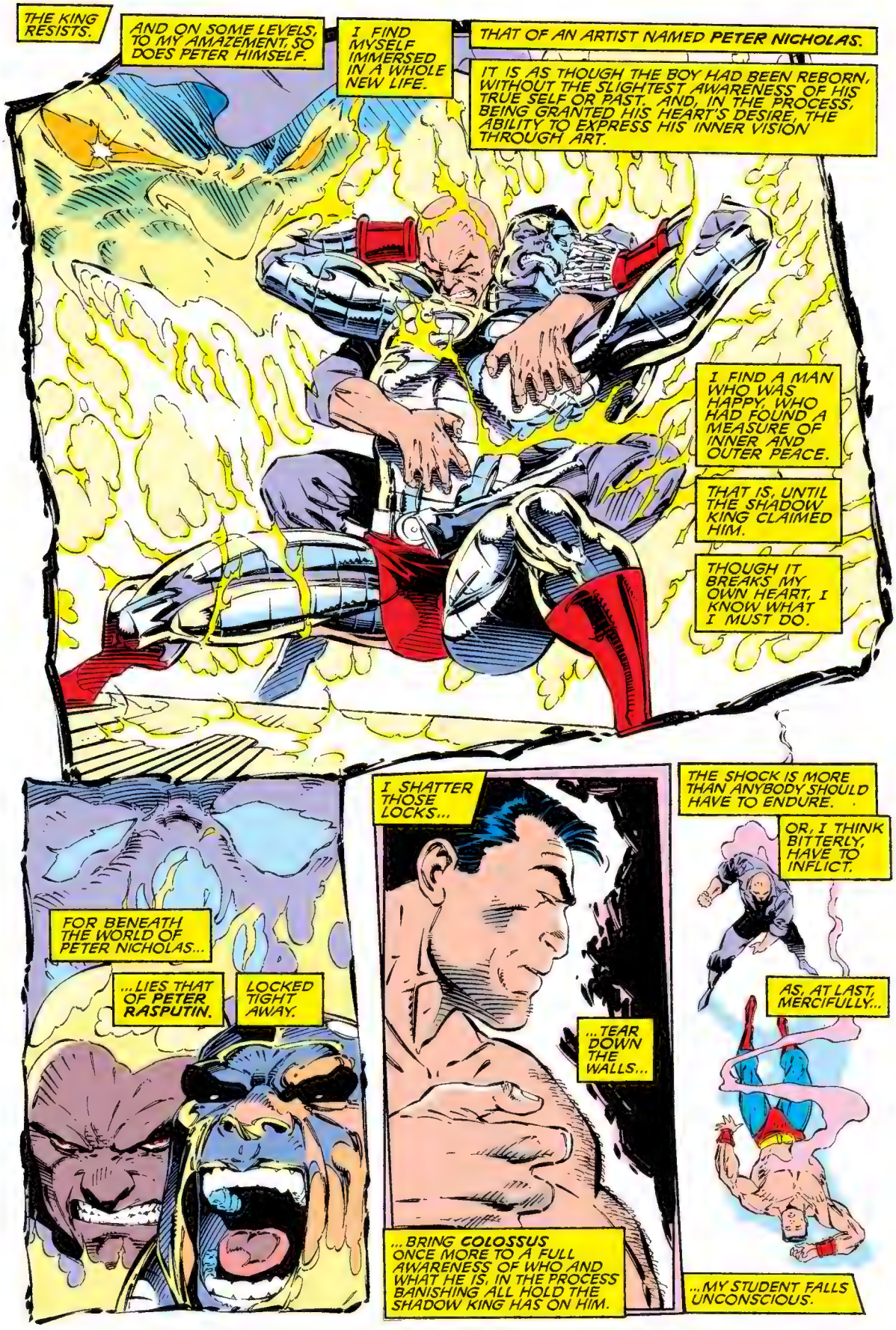

COME OUT COME OUT COMRADE PROFESSOR...
...WHEREVER YOU ARE!
PETER'S VOICE.
THE SHADOW KING'S SING-SONG TAUNT.
AND I CANNOT HELP BUT WONDER IF PETER IS AWARE OF WHAT HE IS BEING FORCED TO DO.
THAT IS THE KING'S STYLE... HE DRAWS SUSTENANCE FROM THE PAIN AND HATRED, THE NEGATIVE EMOTIONS, OF HIS VICTIMS. THE NOBLER THE SOUL, THE MORE DECENT THE SPIRIT...
...THE MORE HE GLORIES IN ITS CORRUPTION. A FEAST FOR AN INSATIABLE GOURMAND.
NOTHING LIKE RETURNING TO THE SCENE OF THE CRIME, eh, CHARLES?
YOUR DANGER ROOM'S DOING, I TRUST? ARTFULLY MIXING REALITY AND ILLUSION TO REPLICATE ANY LOCATION IMAGINABLE.
HOW FITTING, THAT FOR OUR LAST ENCOUNTER...
...YOU RESURRECT THE SETTING OF OUR FIRST!
I LIVED A LIFETIME IN THE FORM OF AMAHL FAROUK, THE BODY SERVED ME WELL.
PERHAPS I GREW TOO COMFORTABLE IN IT, TOO COMPLACENT.
PERHAPS THAT WAS THE EDGE THAT ALLOWED YOU TO DEFEAT ME.
AND THERE I MERELY ASSUMED, ALL THESE YEARS...
...THE BETTER MAN WON.
THEN, QUITE POSSIBLY...
...BUT NOT NOW!
WHEN MY CORPOREAL HOST DIED, MY PSYCHIC ESSENCE SURVIVED ON THE ASTRAL PLANE.
TELL ME, CHARLES, WILL YOU BE ABLE TO DO THE SAME?

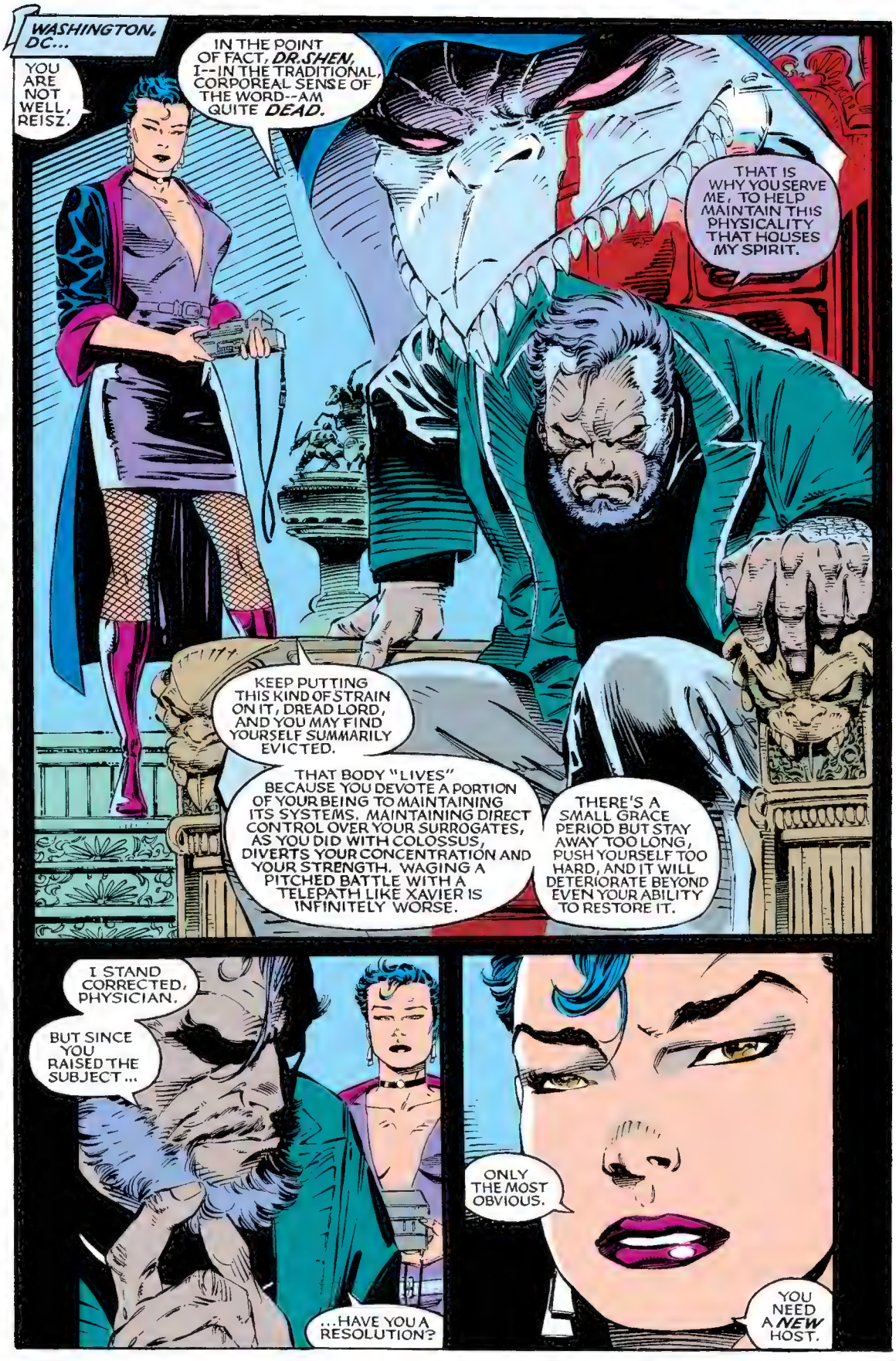

LET'S FIND OUT, SHALL WE?
WHAT A SNEAKY LITTLE TOAD YOU'VE BECOME, CHARLES...
...DECEIVING THE MASTER DECEIVER WITH A HOLOGRAM.
ANY MORE SURPRISES UP YOUR SLEEVE?
VERY GOOD!
I FEEL THE BOY'S PAIN.
BUT IF IT'S BAD FOR ME...
...HOW MUCH WORSE FOR HIM?

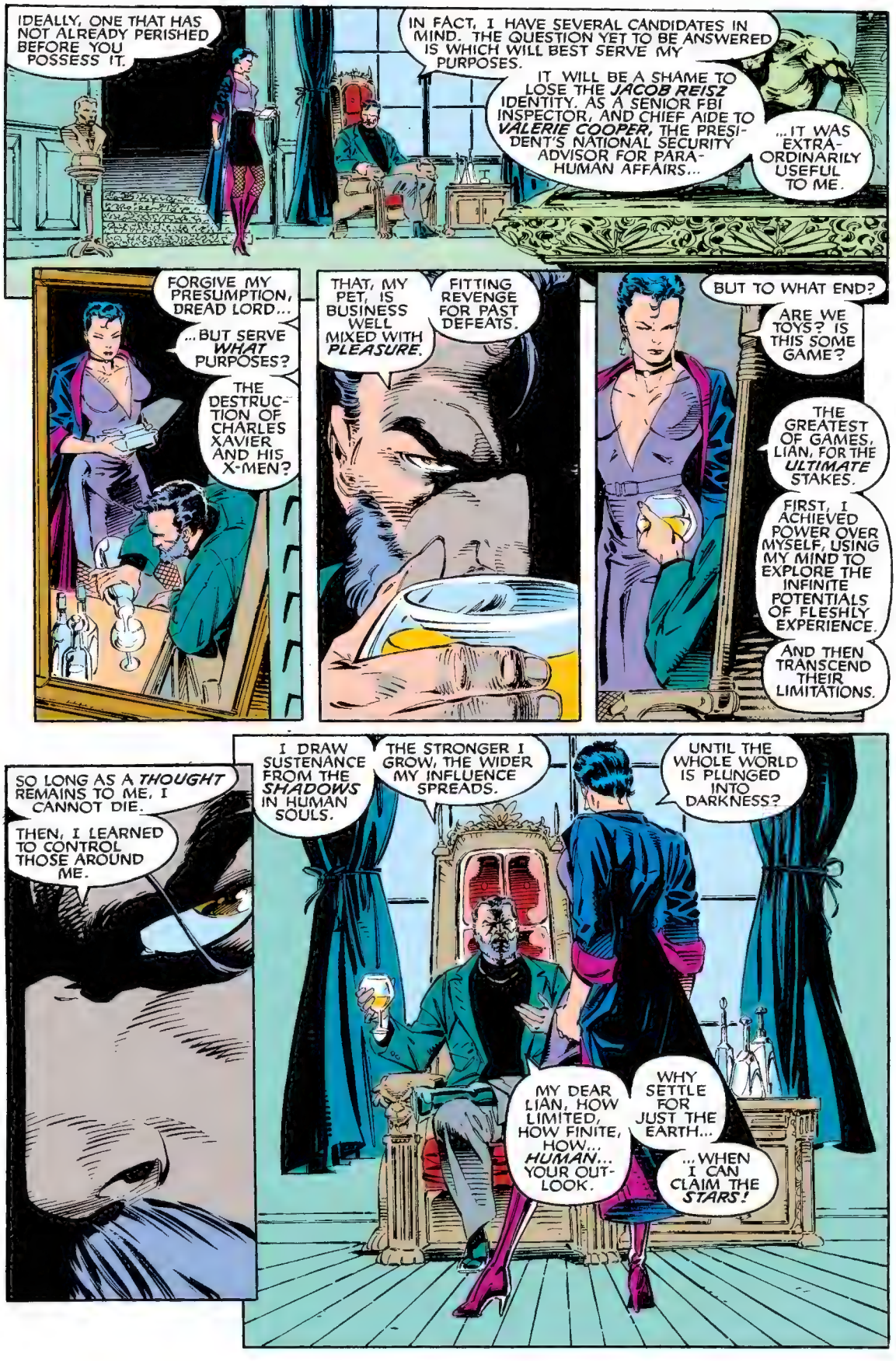

HE'S RIGHT.
I KNOW.
AND IT'S ONLY THE BEGINNING.
THE DANGER ROOM IS DESIGNED TO TEST THE CAPABILITIES OF MY STUDENTS TO THEIR ABSOLUTE LIMIT.
IN COLOSSUS'S CASE, I PUSH HIM FAR BEYOND.
TRYING (DESPERATELY) TO FIND A WEAKNESS.
A MEANS TO DISABLE OR RESTRAIN HIM WITHOUT DOING HIM MORE THAN SUPERFICIAL HARM.
THE SHADOW KING IS MY TRUE ENEMY, HE'S THE ONE I SHOULD BE FIGHTING--
--BUT I DARE NOT TURN MY ATTENTION TO HIM UNTIL COLOSSUS IS DEALT WITH.
THE LAD IS SIMPLY TOO DANGEROUS.

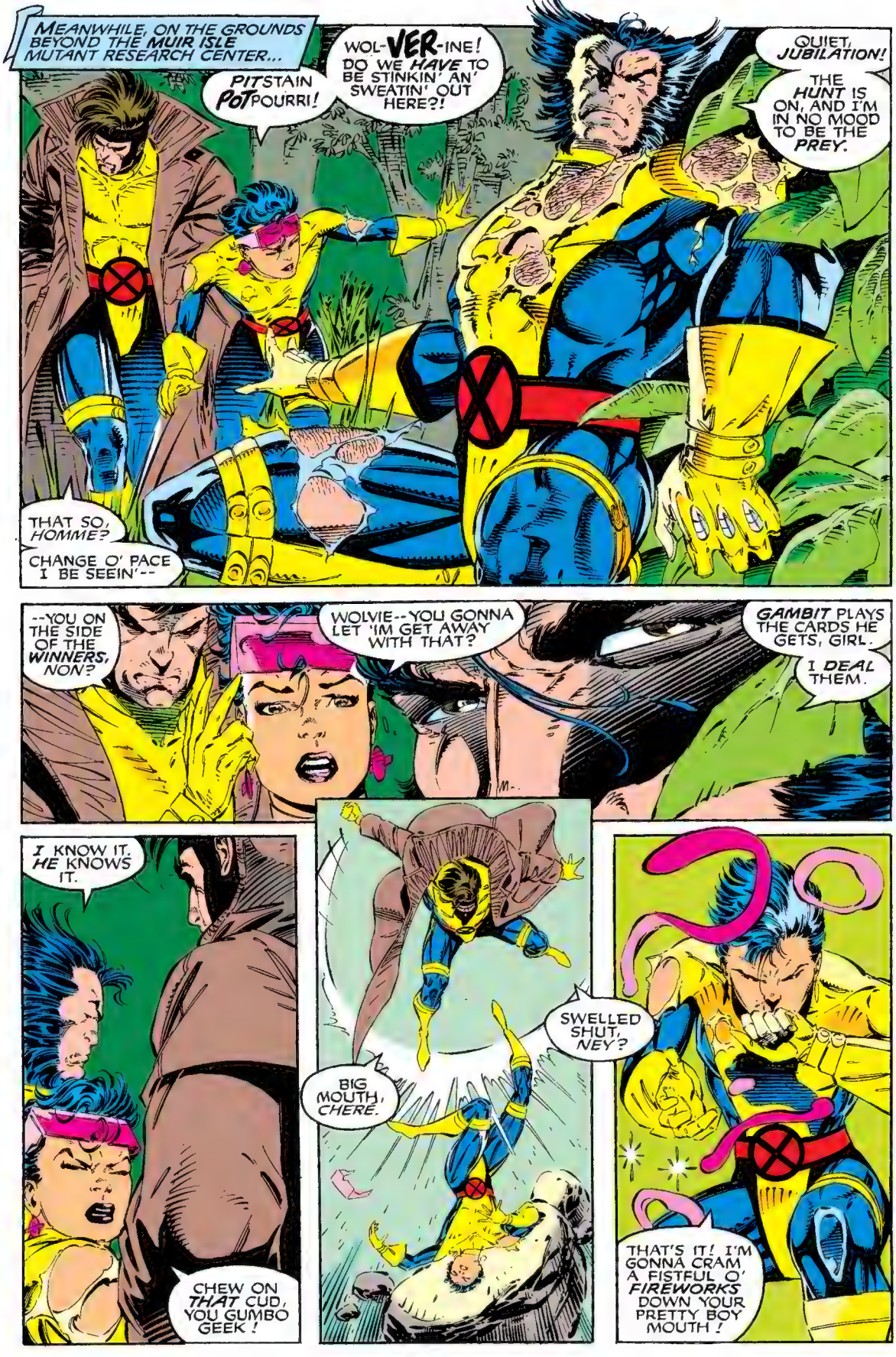

AGAIN, AS WITH THE HATCH, I SHOULD HAVE KNOWN BETTER.
FOR, ALTHOUGH PETER IS THE SHADOW KING'S SLAVE...
...HE IS NO LESS RESOURCEFUL, NO LESS COURAGEOUS...
...I WOULD BE PROUD.
...NO LESS DETERMINED BECAUSE OF IT.
I TRAINED HIM TOO WELL.
UNDER ANY OTHER CIRCUMSTANCES...
HE'S BUSTING LOOSE!
PROFESSOR, THE CONTROLS, THEY'RE SHORT-CIRCUITING!
HI, STEVIE!

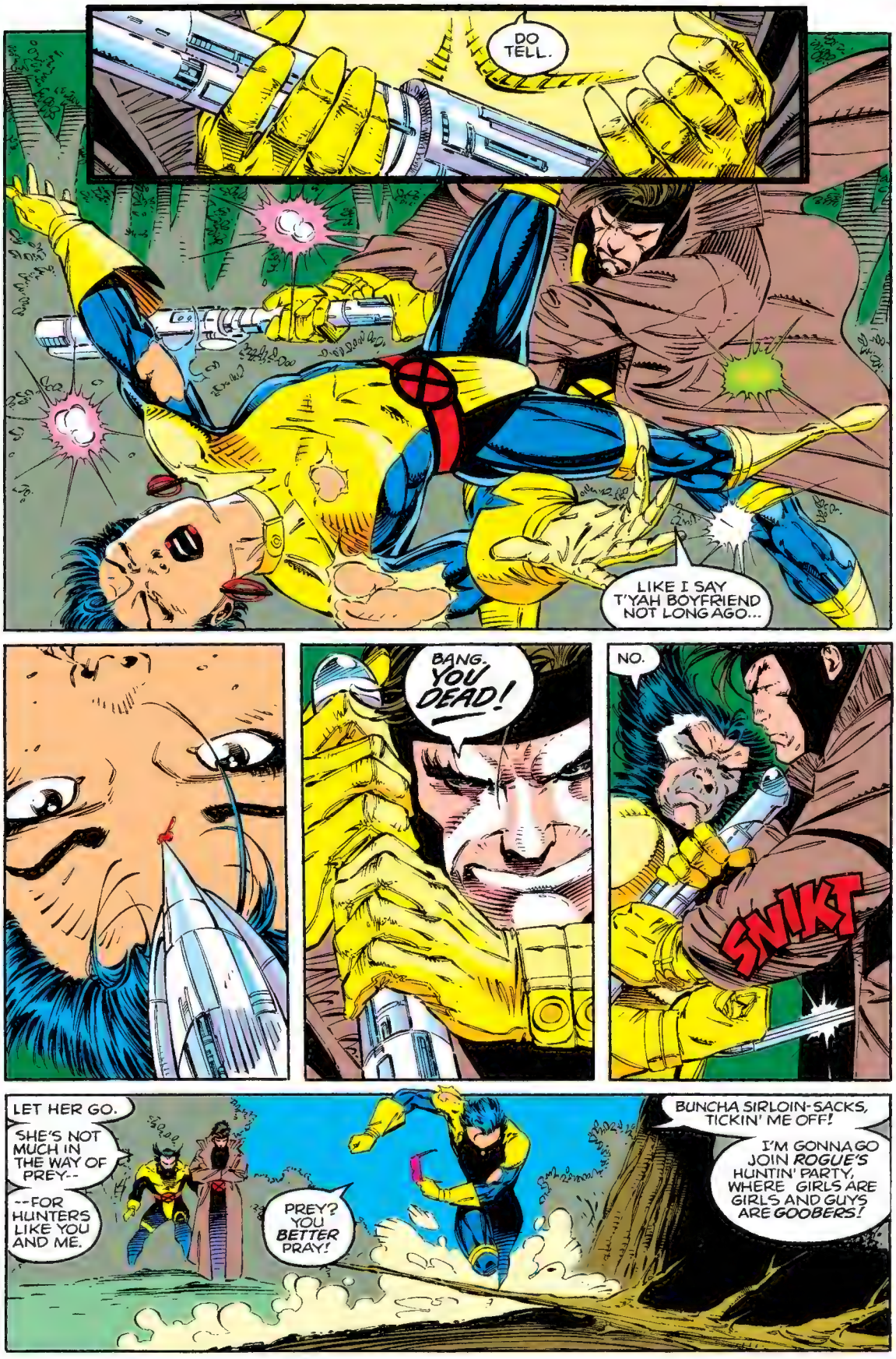

BYE, STEVIE!
THE MOMENT OF TRUTH.
THE SLIGHTEST MISJUDGEMENT AND PETER CAN BREAK OUR BONES LIKE THE DRIEST, MOST FRAGILE OF TWIGS.
AS I ANTICIPATED, HE DROPS STEVIE, THE BETTER TO GET AT ME.
BUT BEFORE HE CAN...
...I PLUNGE DEEP INSIDE HIS MIND.
A BLAZING, BURNING, BLINDING LANCE INTO A WORLD BRIMFUL OF MIASMIC SHADOWS.
I HEAR A HOWL OF RAGE...
...OR ALL OF US.
...WITHOUT KNOWING IF IT'S PETER'S CRY, OR THE SHADOW KING'S, OR MINE...


THE KING RESISTS.
AND ON SOME LEVELS, TO MY AMAZEMENT, SO DOES PETER HIMSELF.
I FIND MYSELF IMMERSED IN A WHOLE NEW LIFE.
THAT OF AN ARTIST NAMED PETER NICHOLAS.
IT IS AS THOUGH THE BOY HAD BEEN REBORN, WITHOUT THE SLIGHTEST AWARENESS OF HIS TRUE SELF OR PAST. AND, IN THE PROCESS, BEING GRANTED HIS HEART'S DESIRE, THE ABILITY TO EXPRESS HIS INNER VISION THROUGH ART.
I FIND A MAN WHO WAS HAPPY, WHO HAD FOUND A MEASURE OF INNER AND OUTER PEACE.
THAT IS, UNTIL THE SHADOW KING CLAIMED HIM.
THOUGH IT BREAKS MY OWN HEART, I KNOW WHAT I MUST DO.
FOR BENEATH THE WORLD OF PETER NICHOLAS...
...LIES THAT OF PETER RASPUTIN.
LOCKED TIGHT AWAY.
I SHATTER THOSE LOCKS...
...TEAR DOWN THE WALLS...
...BRING COLOSSUS ONCE MORE TO A FULL AWARENESS OF WHO AND WHAT HE IS, IN THE PROCESS BANISHING ALL HOLD THE SHADOW KING HAS ON HIM.
THE SHOCK IS MORE THAN ANYBODY SHOULD HAVE TO ENDURE.
OR, I THINK BITTERLY, HAVE TO INFLICT.
AS, AT LAST, MERCIFULLY...
...MY STUDENT FALLS UNCONSCIOUS.


WASHINGTON, DC...
YOU ARE NOT WELL, REISZ.
IN THE POINT OF FACT, DR. SHEN, I--IN THE TRADITIONAL, CORPOREAL SENSE OF THE WORD--AM QUITE DEAD.
THAT IS WHY YOU SERVE ME, TO HELP MAINTAIN THIS PHYSICALITY THAT HOUSES MY SPIRIT.
KEEP PUTTING THIS KIND OF STRAIN ON IT, DREAD LORD, AND YOU MAY FIND YOURSELF SUMMARILY EVICTED.
THAT BODY "LIVES" BECAUSE YOU DEVOTE A PORTION OF YOUR BEING TO MAINTAINING ITS SYSTEMS. MAINTAINING DIRECT CONTROL OVER YOUR SURROGATES, AS YOU DID WITH COLOSSUS, DIVERTS YOUR CONCENTRATION AND YOUR STRENGTH. WAGING A PITCHED BATTLE WITH A TELEPATH LIKE XAVIER IS INFINITELY WORSE.
THERE'S A SMALL GRACE PERIOD BUT STAY AWAY TOO LONG, PUSH YOURSELF TOO HARD, AND IT WILL DETERIORATE BEYOND EVEN YOUR ABILITY TO RESTORE IT.
I STAND CORRECTED, PHYSICIAN.
BUT SINCE YOU RAISED THE SUBJECT...
...HAVE YOU A RESOLUTION?
ONLY THE MOST OBVIOUS.
YOU NEED A NEW HOST.

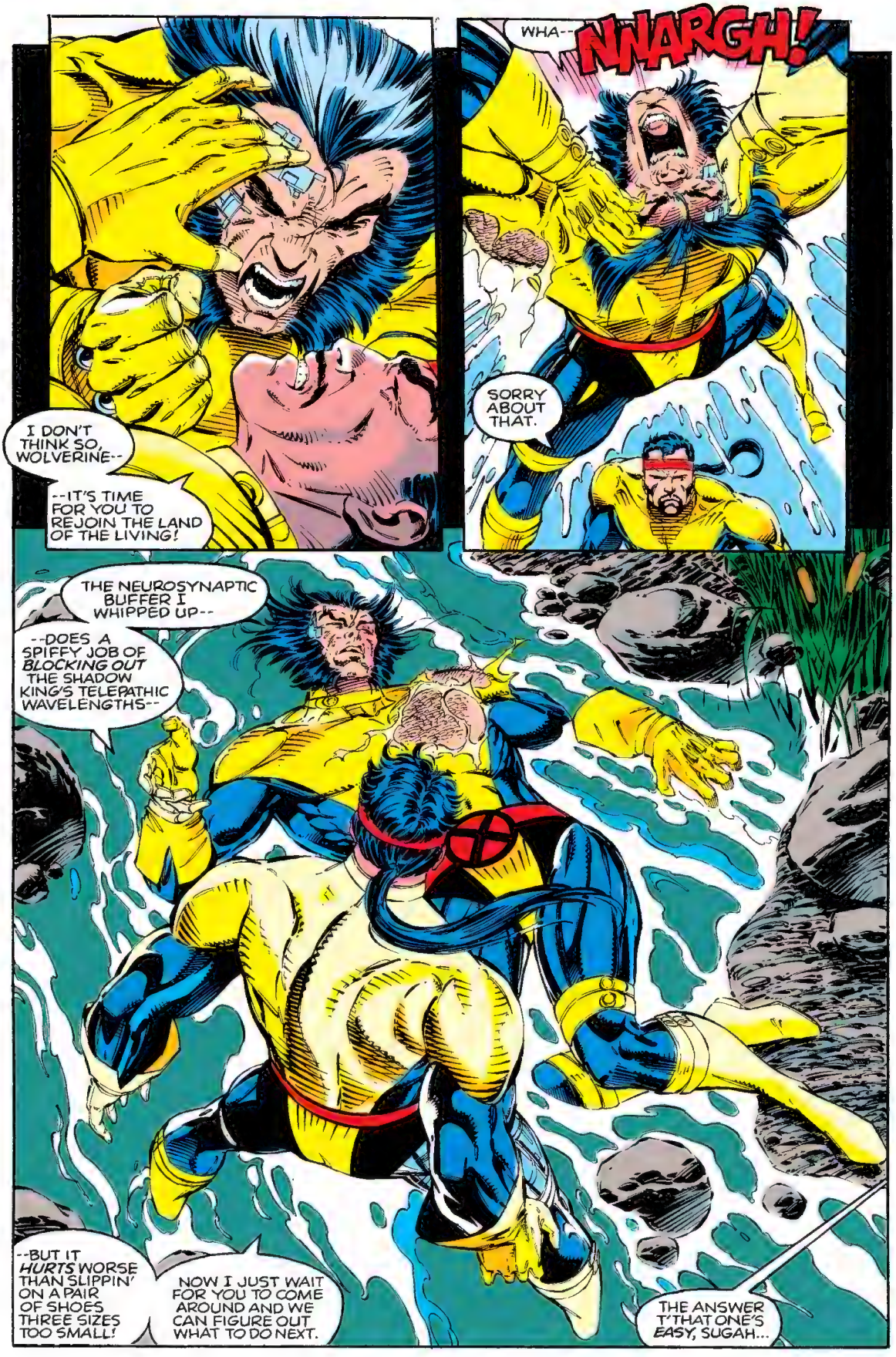

IDEALLY, ONE THAT HAS NOT ALREADY PERISHED BEFORE YOU POSSESS IT.
IN FACT, I HAVE SEVERAL CANDIDATES IN MIND. THE QUESTION YET TO BE ANSWERED IS WHICH WILL BEST SERVE MY PURPOSES.
IT WILL BE A SHAME TO LOSE THE JACOB REISZ IDENTITY. AS A SENIOR FBI INSPECTOR, AND CHIEF AIDE TO VALERIE COOPER, THE PRESIDENT'S NATIONAL SECURITY ADVISOR FOR PARA-HUMAN AFFAIRS...
...IT WAS EXTRA-ORDINARILY USEFUL TO ME.
FORGIVE MY PRESUMPTION, DREAD LORD...
...BUT SERVE WHAT PURPOSES?
THE DESTRUCTION OF CHARLES XAVIER AND HIS X-MEN?
THAT, MY PET, IS BUSINESS WELL MIXED WITH PLEASURE.
FITTING REVENGE FOR PAST DEFEATS.
BUT TO WHAT END?
ARE WE TOYS? IS THIS SOME GAME?
THE GREATEST OF GAMES, LIAN, FOR THE ULTIMATE STAKES.
FIRST, I ACHIEVED POWER OVER MYSELF, USING MY MIND TO EXPLORE THE INFINITE POTENTIALS OF FLESHLY EXPERIENCE.
AND THEN TRANSCEND THEIR LIMITATIONS.
SO LONG AS A THOUGHT REMAINS TO ME, I CANNOT DIE.
THEN, I LEARNED TO CONTROL THOSE AROUND ME.
I DRAW SUSTENANCE FROM THE SHADOWS IN HUMAN SOULS.
THE STRONGER I GROW, THE WIDER MY INFLUENCE SPREADS.
UNTIL THE WHOLE WORLD IS PLUNGED INTO DARKNESS?
MY DEAR LIAN, HOW LIMITED, HOW FINITE, HOW... HUMAN... YOUR OUTLOOK.
WHY SETTLE FOR JUST THE EARTH...
...WHEN I CAN CLAIM THE STARS!

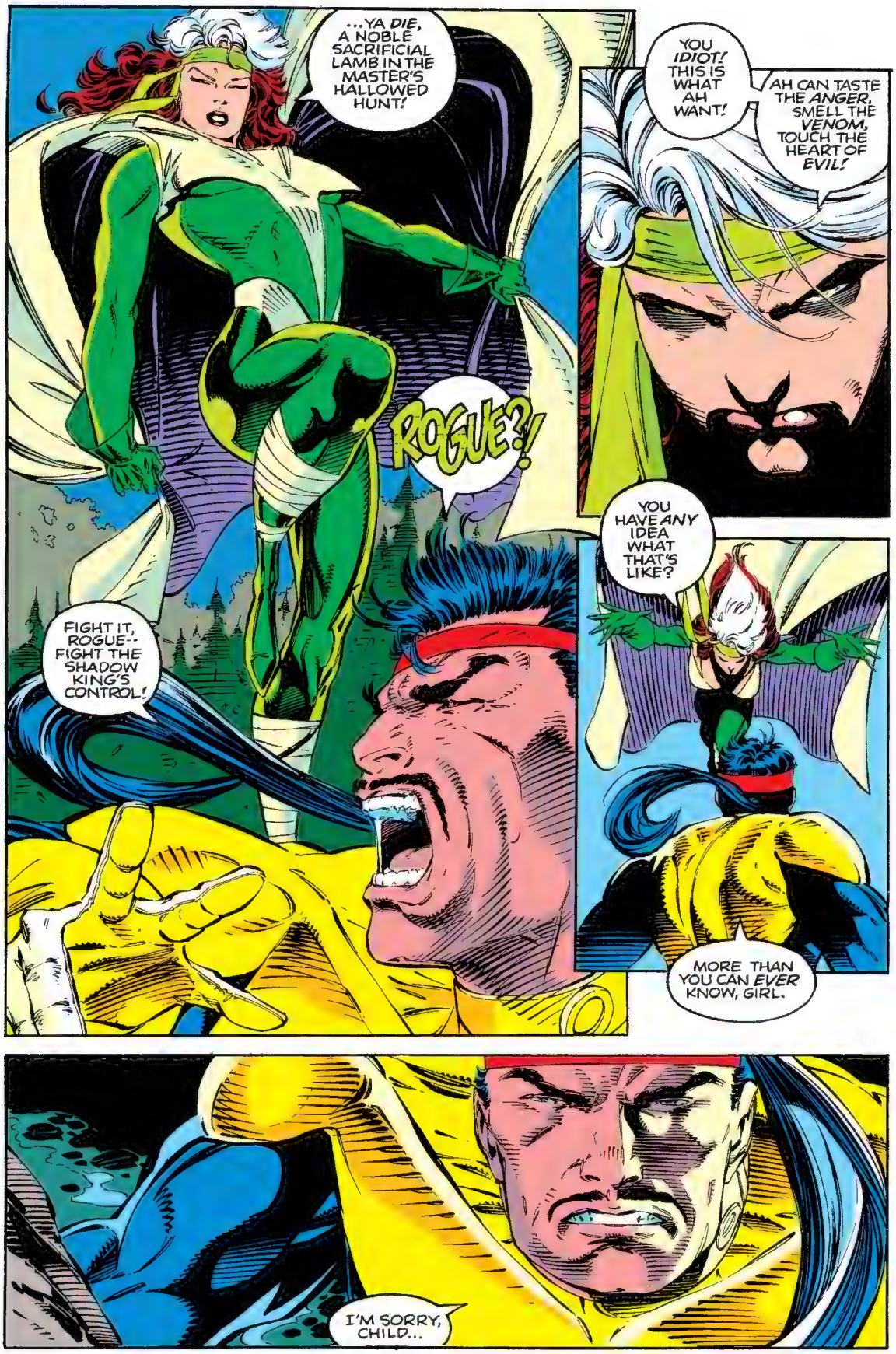

MEANWHILE, ON THE GROUNDS BEYOND THE MUIR ISLE MUTANT RESEARCH CENTER...
PITSTAIN POTPOURRI!
WOL-VER-INE! DO WE HAVE TO BE STINKIN' AN' SWEATIN' OUT HERE?!
QUIET, JUBILATION!
THE HUNT IS ON, AND I'M IN NO MOOD TO BE THE PREY.
THAT SO, HOMME?
CHANGE O' PACE I BE SEEIN'--
--YOU ON THE SIDE OF THE WINNERS, NON?
WOLVIE--YOU GONNA LET 'IM GET AWAY WITH THAT?
GAMBIT PLAYS THE CARDS HE GETS, GIRL.
I DEAL THEM.
I KNOW IT. HE KNOWS IT.
CHEW ON THAT CUD, YOU GUMBO GEEK!
BIG MOUTH, CHERE.
SWELLED SHUT, NEY?
THAT'S IT! I'M GONNA CRAM A FISTFUL O' FIREWORKS DOWN YOUR PRETTY BOY MOUTH!

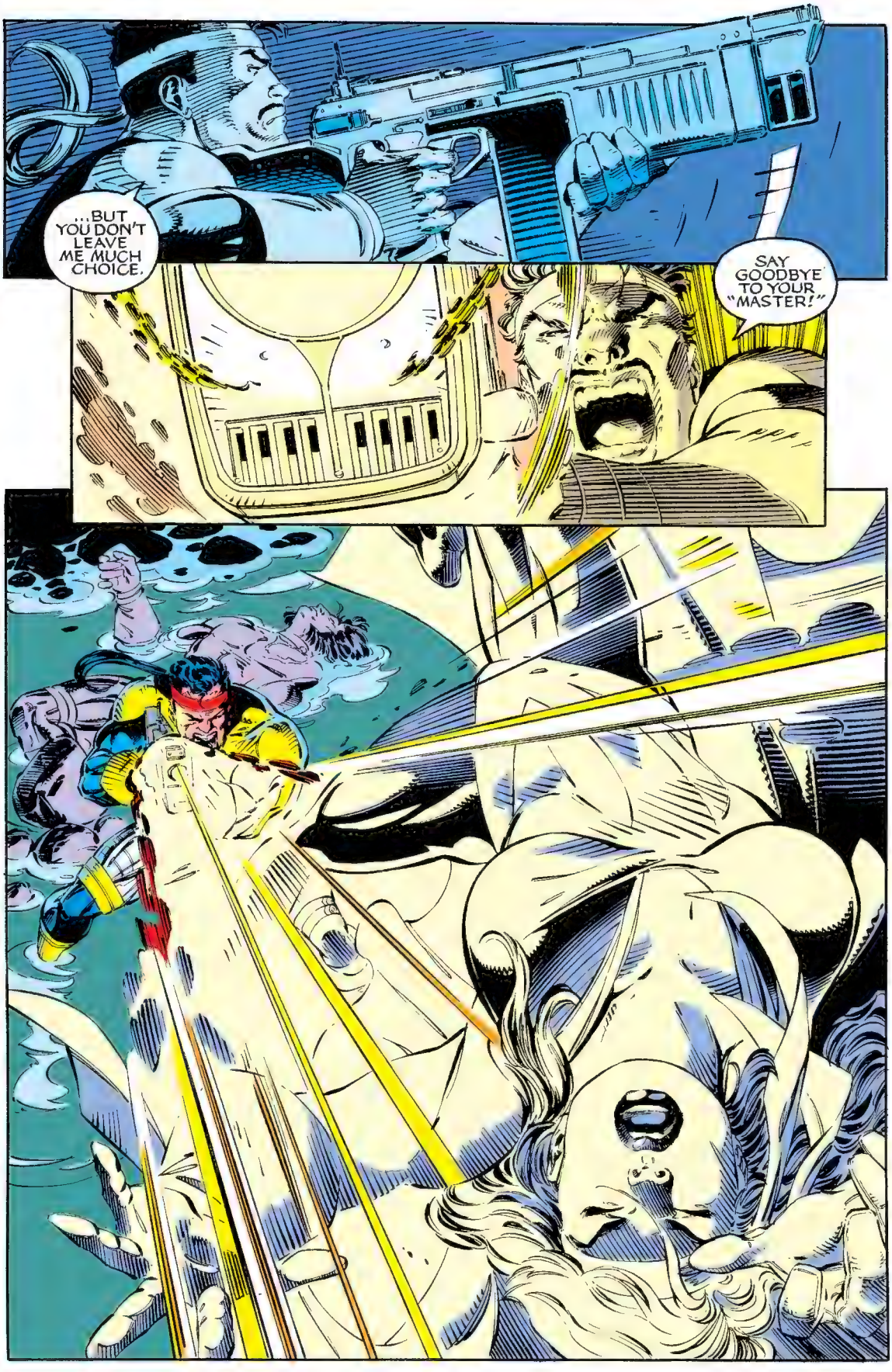

DO TELL.
LIKE I SAY T'YAH BOYFRIEND NOT LONG AGO...
BANG. YOU DEAD!
NO.
SNIKT
LET HER GO.
SHE'S NOT MUCH IN THE WAY OF PREY--
--FOR HUNTERS LIKE YOU AND ME.
PREY? YOU BETTER PRAY!
BUNCHA SIRLOIN-SACKS, TICKIN' ME OFF!
I'M GONNA GO JOIN ROGUE'S HUNTIN' PARTY, WHERE GIRLS ARE GIRLS AND GUYS ARE GOOBERS!


YAH 'FRAID, NON?
FIGHT THE FIGHT? STALK THE BIG GAME?
SHADOW KING SAYS PLAYTHINGS BE HUNTIN' FOR FUN, YOU SAY NO? YAH 'FRAID, HEY?
WHAT I AM, CAJUN, IS TOO SMART FOR IT.
THERE'S STILL A PART OF ME LEFT WHICH CAN SAY NO.
I HAVEN'T GIVEN IN...
...NOT NOW... NOT YET...
LÂCHE! COWARD!
SHUNK
SHUNK
SHUNK
DON'T PUSH YOUR LUCK, BOY.
NEXT TIME YOU TRY TOSSIN' PSYCHE-CHARGED KNIVES AT ME--
--YOU BETTER BE PREPARED TO BACK IT UP WITH A LOT MORE'N GRIN.
BE A SURE BET, HOMME.
NOTHIN'S A SURE BET, BOY. YOU'LL LEARN THAT SOMEDAY...

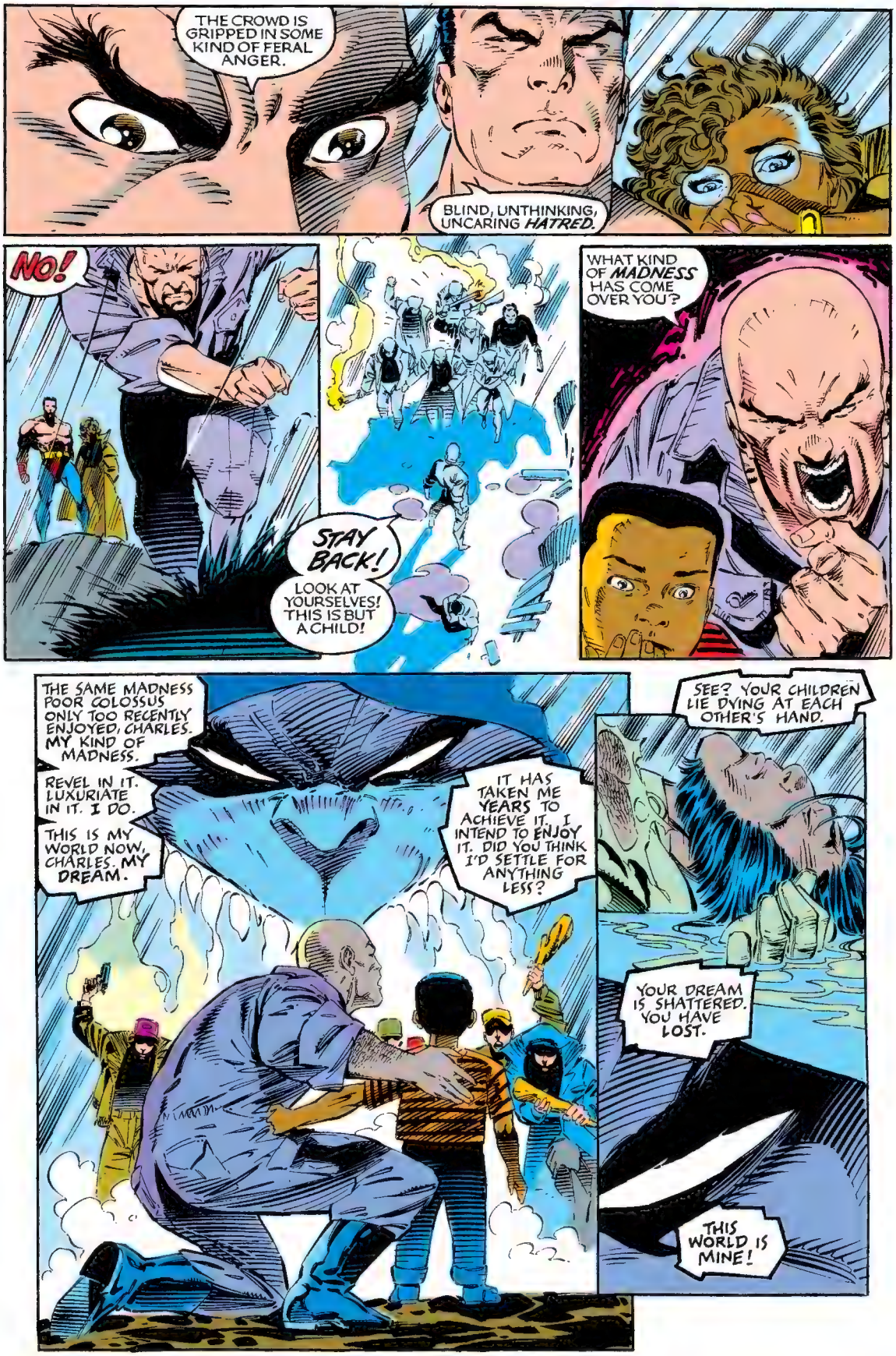

...HAD TO GET AWAY... CAN'T FIGHT THE URGE MUCH LONGER...
...SHADOW KING'S VIBES ARE POUNDIN' IN MY SKULL...
...FILLING ME WITH A BLOODLUST--
--JUST WANT TO SMELL THE SWEAT OF FEAR ON MY PREY--
--THE HOT BLOOD TASTE OF A FRESH KILL--
CAN'T LET--
Eh--?!
YOU'RE NAILED, OLD MAN!
ROUND ONE GOES TO FORGE!
NOT YET, CHEYENNE!
TIME FOR YOU TO DIE!


I DON'T THINK SO, WOLVERINE--
--IT'S TIME FOR YOU TO REJOIN THE LAND OF THE LIVING!
WHA--
NNARGH!
SORRY ABOUT THAT.
THE NEUROSYNAPTIC BUFFER I WHIPPED UP--
--DOES A SPIFFY JOB OF *BLOCKING OUT* THE SHADOW KING'S TELEPATHIC WAVELENGTHS--
--BUT IT *HURTS* WORSE THAN SLIPPIN' ON A PAIR OF SHOES THREE SIZES TOO SMALL!
NOW I JUST WAIT FOR YOU TO COME AROUND AND WE CAN FIGURE OUT WHAT TO DO NEXT.
THE ANSWER T'THAT ONE'S *EASY*, SUGAH...


...YA DIE, A NOBLE SACRIFICIAL LAMB IN THE MASTER'S HALLOWED HUNT!
ROGUE?!
FIGHT IT, ROGUE-- FIGHT THE SHADOW KING'S CONTROL!
YOU IDIOT! THIS IS WHAT AH WANT!
AH CAN TASTE THE ANGER, SMELL THE VENOM, TOUCH THE HEART OF EVIL!
YOU HAVE ANY IDEA WHAT THAT'S LIKE?
MORE THAN YOU CAN EVER KNOW, GIRL.
I'M SORRY, CHILD...

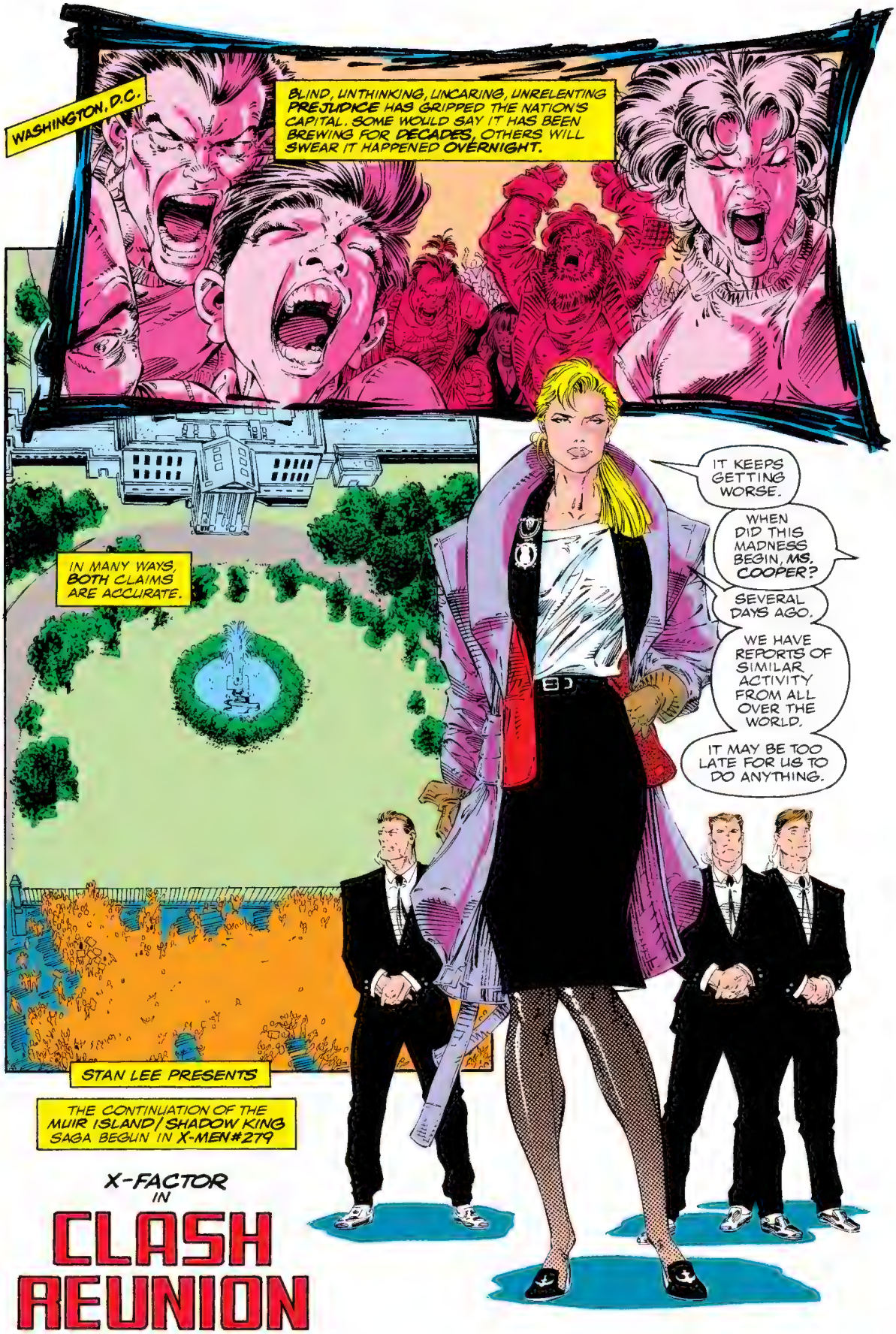

...BUT YOU DON'T LEAVE ME MUCH CHOICE.
SAY GOODBYE TO YOUR "MASTER!"


OUTSIDE OF SALEM CENTER, WESTCHESTER...
IT'S TAKEN US HOURS TO STAGGER INTO TOWN, SEEKING MEDICAL ATTENTION.
PETER AND STEVIE ARE BOTH EMOTIONALLY AND PHYSICALLY SPENT.
AND I?
I'VE BEEN TIRED FOR A VERY LONG TIME.
PROFESSOR--DO YOU SEE--?
YES, PETER--SOMETHING IS WRONG IN SALEM CENTER.
THE ENTIRE TOWN APPEARS TO HAVE BEEN PARTY TO SOME KIND OF RIOTING.
WAIT--THAT NOISE--IN FRONT OF THE CROWD--
--THE MOB IS CHASING DOWN THAT LITTLE BOY!
DIE!
GO HOME!
GO BACK TO AFRICA!


THE CROWD IS GRIPPED IN SOME KIND OF FERAL ANGER.
BLIND, UNTHINKING, UNCARING HATRED.
NO!
STAY BACK!
LOOK AT YOURSELVES! THIS IS BUT A CHILD!
WHAT KIND OF MADNESS HAS COME OVER YOU?
THE SAME MADNESS POOR COLOSSUS ONLY TOO RECENTLY ENJOYED, CHARLES. MY KIND OF MADNESS.
REVEL IN IT. LUXURIATE IN IT. I DO.
THIS IS MY WORLD NOW, CHARLES. MY DREAM.
IT HAS TAKEN ME YEARS TO ACHIEVE IT. I INTEND TO ENJOY IT. DID YOU THINK I'D SETTLE FOR ANYTHING LESS?
SEE? YOUR CHILDREN LIE DYING AT EACH OTHER'S HAND.
YOUR DREAM IS SHATTERED. YOU HAVE LOST.
THIS WORLD IS MINE!


NO
NO!
THE SHADOW KING IS GONE, THOUGH HIS INFLUENCE PERVADES THE TOWNSFOLK.
WE'D BEST LEAVE, PROFESSOR.
I KNOW. THERE IS STILL MUCH WORK TO BE DONE. THE CHILD, THANKFULLY, IS UNHURT.
WHAT CAN WE DO, SIR?
THE X-MEN ARE CAPTIVE, AND EVEN YOU ARE NO MATCH FOR THE SHADOW KING'S POWERS.
WE WILL NOT SURRENDER, PETER!
THE SHADOW KING PRIDES HIMSELF ON BEING THE ANTITHESIS OF MY DREAM--
--IN MANY WAYS, CLAIMING RESPONSIBILITY FOR MY VERY FOUNDING OF THE X-MEN--
--THEN LET US PLAY THE HAND HE DEALS US--
--IT IS TIME TO FIND MY FIRST STUDENTS--
--WE NEED THE HELP OF--
X-FACTOR
DO WE HAVE TO SAY IT? TO BE CONTINUED IN X-FACTOR #69 AND THEN BACK HERE NEXT MONTH FOR THE EXCITING CONCLUSION!!


MARVEL COMICS
THE MUIR ISLAND SAGA
X-FACTOR
TM
©1991 MARVEL ENT. GROUP, INC.
$1.00 US
$1.25 CAN
69
AUG
02145
APPROVED BY THE COMICS CODE AUTHORITY
PROFESSOR X VS. SHADOW KING™ IN FINAL BATTLE!


WASHINGTON, D.C.
BLIND, UNTHINKING, UNCARING, UNRELENTING PREJUDICE HAS GRIPPED THE NATION'S CAPITAL. SOME WOULD SAY IT HAS BEEN BREWING FOR DECADES, OTHERS WILL SWEAR IT HAPPENED OVERNIGHT.
IN MANY WAYS, BOTH CLAIMS ARE ACCURATE.
IT KEEPS GETTING WORSE.
WHEN DID THIS MADNESS BEGIN, MS. COOPER?
SEVERAL DAYS AGO.
WE HAVE REPORTS OF SIMILAR ACTIVITY FROM ALL OVER THE WORLD.
IT MAY BE TOO LATE FOR US TO DO ANYTHING.
STAN LEE PRESENTS
THE CONTINUATION OF THE MUIR ISLAND/SHADOW KING SAGA BEGUN IN X-MEN#279
X-FACTOR IN
CLASH REUNION

IF YOU TRULY BELIEVED THAT, YOU WOULD NEVER HAVE CALLED US IN.

POINT TAKEN, **SUMMERS.** IT TOOK US SOME TIME TO TRACK YOU DOWN TO **WORTHINGTON'S** COLORADO RETREAT.

WE ISOLATED OURSELVES FOR A REASON, **VAL.***

WARREN WORTHINGTON **ARCHANGEL**

SCOTT SUMMERS **CYCLOPS**

BOBBY DRAKE **ICEMAN**

HANK McCOY **BEAST**

JEAN GREY

*TO RECOVER FROM LAST ISSUE'S TRAGIC EVENTS. --BOB

BUT WHEN THE **DIRECTOR** OF THE MUTANT AFFAIRS DIVISION OF THE U.S. GOVERNMENT CALLS NEEDING OUR HELP--

--WELL, LET'S JUST SAY WE KNOW WHAT OUR **RESPONSIBILITIES** ARE--

--EVEN IF WE'D PREFER, AT TIMES, TO **AVOID** THEM.

A GUNSHOT!

KA-POW!

JEAN-- BOBBY-- SEPARATE THE CROWD! ISOLATE THE GUNMAN AND ANY INJURED CIVILIANS!

NO PROB, FEARLESS LEADER, WE'LL EVEN HUM A FEW BARS OF **HAVA NAGILAH** WHILE WE'RE AT IT!

WE'D BEST LEND SOME ASSISTANCE BEFORE THE FRENZ-IED MOB OVERDOES THEIR OVERZEAL-OUSNESS!

FABIAN NICIEZA (WITH **LOTS** OF HELP)
WRITER

WHILCE PORTACIO
PENCILER

TASK FORCE X
INKERS

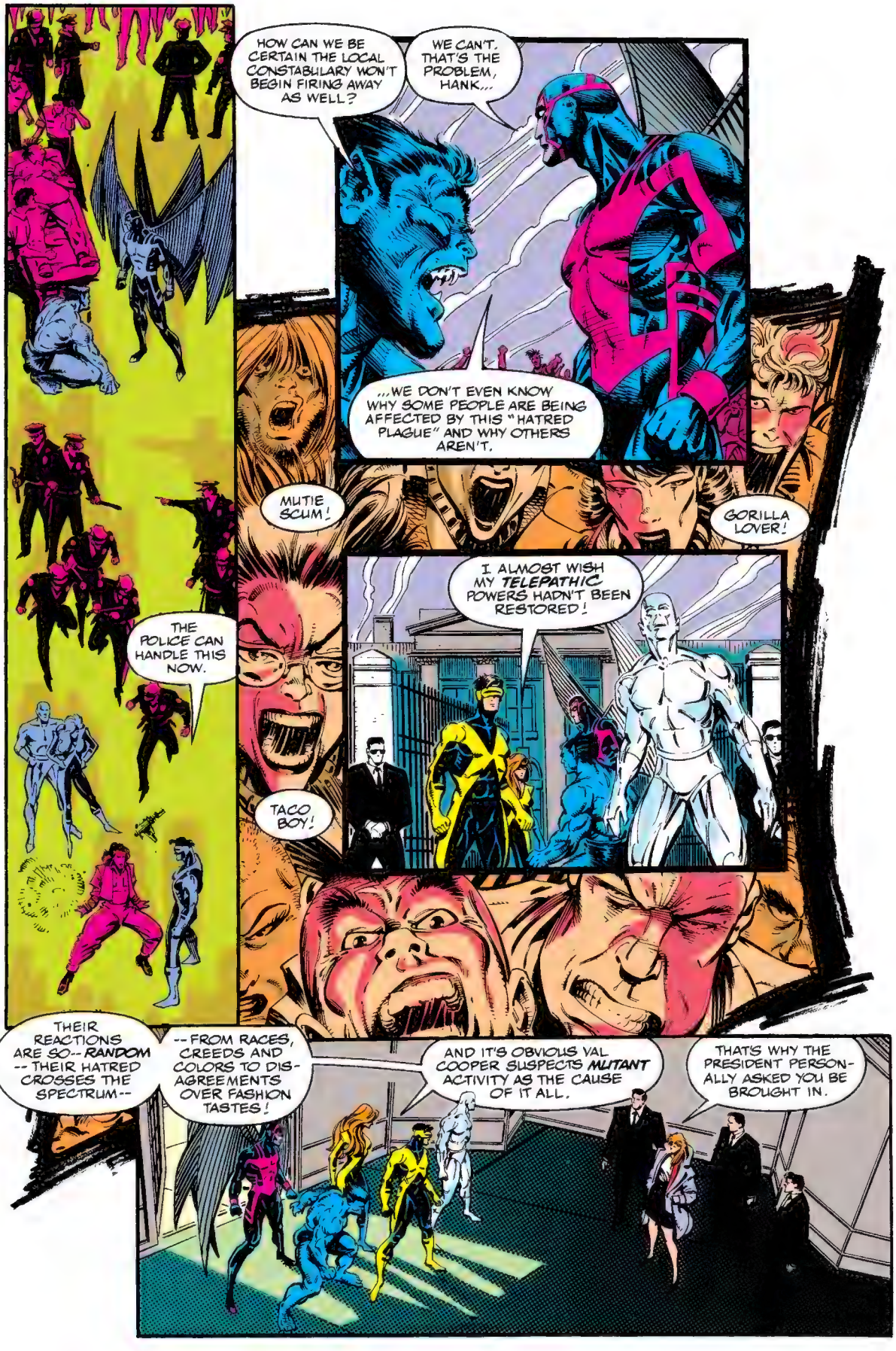
MICHAEL HEISLER
LETTERER

DANA MORESHEAD
COLORIST

BOB HARRAS
RIOT CONTROL

TOM DeFALCO
RIOT CONTROL CONTROLLER


I CAN KEEP THE PEOPLE FROM TEARING EACH OTHER APART WITH A FEW WELL-PLACED ICE PILLARS AND WALLS--
--YOU GUYS SEE IF ANYONE WAS ACTUALLY SHOT?
HANK--?
I'M ON IT, SCOTTY. ONE MAN DOWN--HE'S LOSING A LOT OF BLOOD.
I'LL TELEKINETICALLY LIFT HIM OUT, WARREN, FLY HIM TO THE AMBULANCES AT THE FRINGE OF THE CROWD!
THE QUESTION IS THEN RAISED, "WHO SHOT HIM?"
SHAKT
I'D HAVE TO GUESS IT'S THE ONE HOLDING THE GUN, HANK.


HOW CAN WE BE CERTAIN THE LOCAL CONSTABULARY WON'T BEGIN FIRING AWAY AS WELL?
WE CAN'T. THAT'S THE PROBLEM, HANK...
...WE DON'T EVEN KNOW WHY SOME PEOPLE ARE BEING AFFECTED BY THIS "HATRED PLAGUE" AND WHY OTHERS AREN'T.
MUTIE SCUM!
GORILLA LOVER!
I ALMOST WISH MY TELEPATHIC POWERS HADN'T BEEN RESTORED!
THE POLICE CAN HANDLE THIS NOW.
TACO BOY!
THEIR REACTIONS ARE SO-- RANDOM -- THEIR HATRED CROSSES THE SPECTRUM--
--FROM RACES, CREEDS AND COLORS TO DISAGREEMENTS OVER FASHION TASTES!
AND IT'S OBVIOUS VAL COOPER SUSPECTS MUTANT ACTIVITY AS THE CAUSE OF IT ALL.
THAT'S WHY THE PRESIDENT PERSONALLY ASKED YOU BE BROUGHT IN.


THE PRESIDENT AND ONE OTHER MAN...
I'M SORRY TO BRING YOU HERE UNDER SUCH MYSTERIOUS CIRCUMSTANCES...
...MY CHILDREN...
PROFESSOR--
...BUT THE ENTIRE WORLD HAS GREAT NEED OF YOUR ASSISTANCE.
IT IS TIME, IN MANY WAYS, TO DEFEAT THE VERY REASON I FIRST GATHERED YOU ALL TOGETHER.
IF MY DREAM IS EVER TO BE FULFILLED, THE NIGHTMARE WROUGHT BY THE SHADOW KING MUST END!

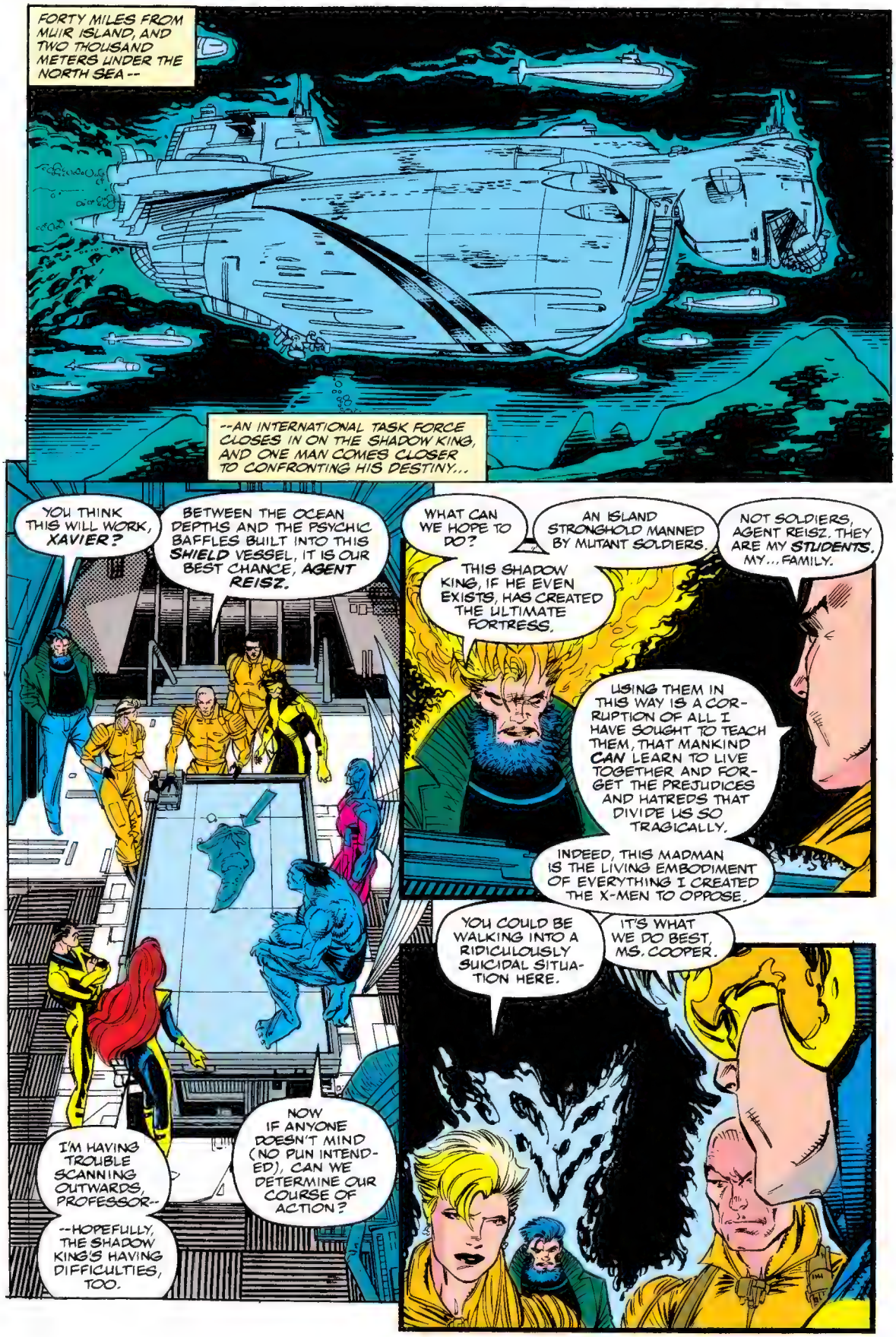

MUIR ISLAND. THE HEART OF DARKNESS.
HERE, A MADNESS DECADES IN THE MAKING IS BEARING BITTER FRUIT...
...AND THE UNCANNY X-MEN HAVE SHOWN THEMSELVES TO BE RIPE FOR THE SHADOW KING'S PICKING...
SO BASICALLY, ROGUE, IT'S AN ELECTROMAGNETIC SCRAMBLING GUN.
IT TEMPORARILY BLOCKS OUT THE SHADOW KING'S TELEPATHIC WAVELENGTHS.
COURSE. AH FIGURED.
IT'S JUST AN APPETIZER--
--ONCE I DISRUPT THE MENTAL-HOLD THE KING HAS--
--I INJECT A MICROSCOPIC NEUROSYNAPTIC BUFFER--
--WHICH PUTS YOU BACK IN CONTROL OF YOUR OWN THOUGHTS AND ACTIONS.
I USED IT ON WOLVERINE SECONDS BEFORE YOU SHOWED UP.
ALL RIGHT, SO AH BOW AT YOUR FEET, FORGE. YOUR MUTANT ABILITY TAH INVENT GIZMOS IS BETTER THAN ANYBODY'S.
NOW WHAT? CAN AH SHOW OFF BY HITTIN' SOMETHIN'?
YOU'LL GET YOUR CHANCE, GIRL. WE'RE GOIN' AFTER THE KING HIMSELF.
ELVIS? NAH. READY FOR A SHOWDOWN WITH THE SHADOW KING, ROGUE? GOOD.
PROBLEM IS, WE HAVEN'T SEEN HIM YET.

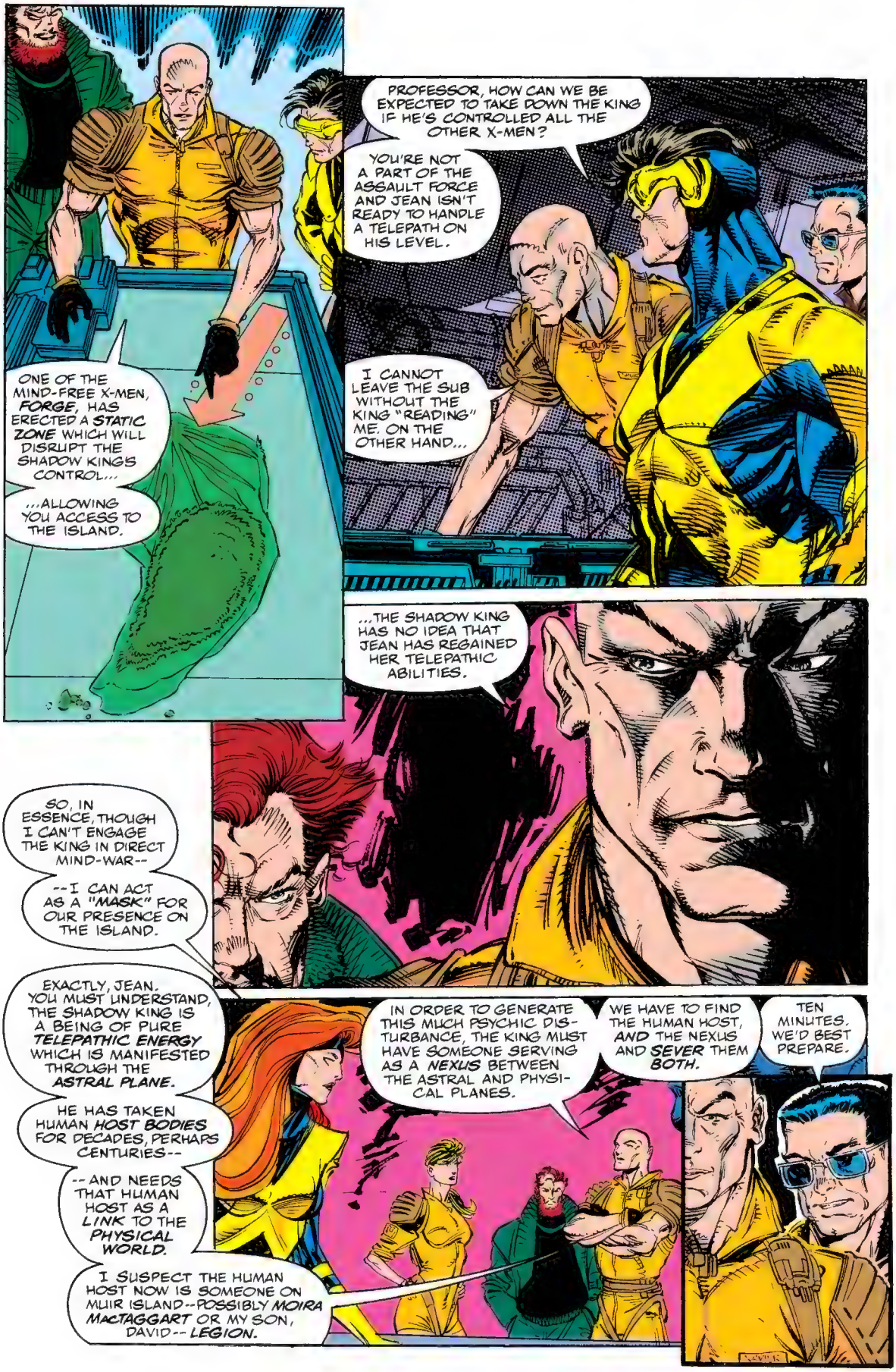

AH DON'T RECALL EVER SEEIN' HIM --OR IT.
HE JUST SORTA-- AH DON'T KNOW HOW TA PUT IT...
...HE WAS LIKE AN UMBRELLA OVER OUR HEADS, KEEPIN' OUR FREE WILL, OUR OWN SOULS, FROM RAININ' DOWN ON US.
HE HAS TO HAVE AN ACHILLES HEEL...SOMETHING ...ANYTHING!
IF HE'S HERE AT ALL, FORGE, I DON'T SMELL ANY SCENT ON THIS ISLAND I DON'T ALREADY KNOW REAL WELL.
WHICH MEANS THE KING'S EITHER OFF-ISLAND--
--OR HE DOESN'T HAVE A HUMAN BODY.
BREEP
BREEP
BREEP
NOW WHAT?
PROXIMITY ALERT.
I SET UP MOTION DETECTORS AROUND US--SOMEONE'S COMING, FAST--
EEEEEEEEE
BANSHEE!


HOW DO WE STOP 'IM WITHOUT HURTIN' 'IM? HE'S STILL UNDER THE SHADOW KING'S CONTROL!
JUST DANCE WITH HIM A WHILE...
...GIVE ME TIME TO HIT HIM WITH THE SCRAMBLER FIELD. JUST WATCH OUT FOR HIS SONIC SCREAM!
WHOOOOOOO
SHREKK
WHOA, EASIER SAID THAN DONE. IRISH IS LETTING GO LIKE PAVAROTTI ON A BAD DAY!
LOGAN--ON HIM QUICK! THE SCRAMBLER FIELD WILL ONLY WORK FOR A FEW SECONDS!
SHVMMMM
JUST MAKE SURE YOU'RE RIGHT BEHIND ME WITH THAT NEUROWHATEVER-YOUCALLEDIT, BUB.
SNIKT

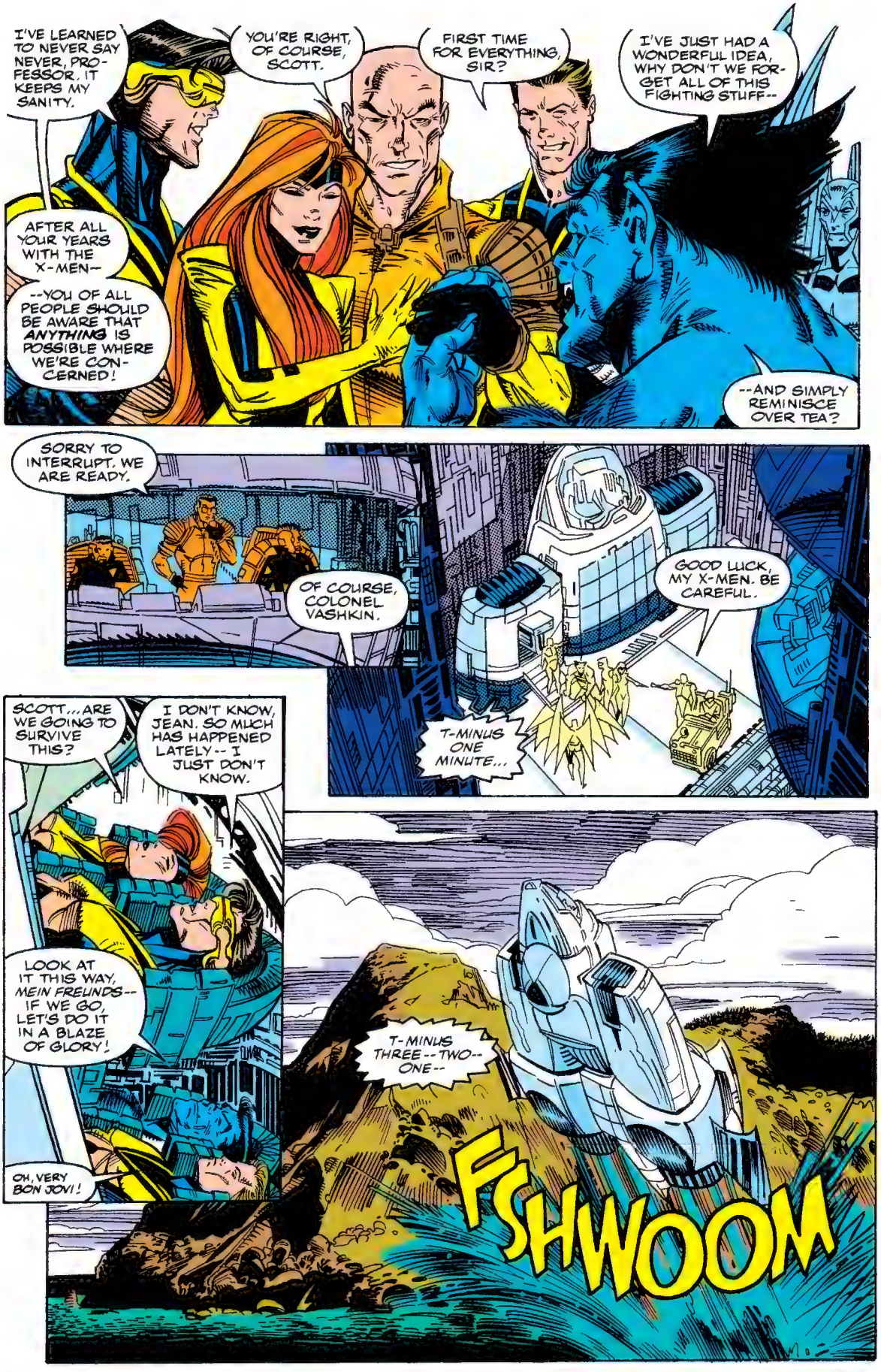

YEEEAAARGH
SHVMMM
SHRUMPH
WHAT IN--
MAKE A MOVE, I MAKE AN INCISION.
WHAT IN--
REPE-TITIVE LITTLE CUSS, ISN'T HE?
PFFT
OKAY, HE'S CLEAR...
THE SYNAPTIC NEUTRALIZER SHOULD BE KICKING IN RIGHT ABOUT...
...NOW.
FORGE? WHAT IN HEAVEN'S NAME ARE YE DOIN', MAN?


WHAT COMES NATURALLY FOR THE X-MEN, IRISH...
...WE'RE SAVIN' THE WORLD.
CARE TO JOIN US?
YOU CAN START BY TELLING US HOW WE CAN INFILTRATE THIS ISLAND--
--AND TEAR DOWN THE SHADOW KING'S DIRTY LITTLE THRONE!
EASIER SAID THAN DONE, I'M AFRAID.
THE KING'S CREATING A PSYCHOMETRIC BACKLASH ALL ACROSS THE WORLD.
HE'S CAUSING HATRED AN' PREJUDICE T' BOIL OVER--
--AN' ABSORBING THAT NEGATIVE PSYCHIC ENERGY TO FEED HIS LUST F'R POWER.
ABSORBIN'? HOW?
HE'S USING LORNA DANE--POLARIS. SOMEHOW, SOMEWHERE, HER POWER MUTATED. THE POOR GIRL'S BECOME A TYPE OF HUMAN CATALYST FOR NEGATIVE EMOTIONS. THE SHADOW KING TOOK HER AN' MADE HER A NEXUS BETWEEN OUR WORLD AN' THE ASTRAL PLANE. DISRUPT THAT CONNECTION AN'WE'LL DISRUPT HIM.
T' BRING THIS MADMAN DOWN, WE MAY BE FORCED T' KILL ONE OF OUR DEAREST FRIENDS IN THE PROCESS!


FORTY MILES FROM MUIR ISLAND, AND TWO THOUSAND METERS UNDER THE NORTH SEA --
--AN INTERNATIONAL TASK FORCE CLOSES IN ON THE SHADOW KING, AND ONE MAN COMES CLOSER TO CONFRONTING HIS DESTINY...
YOU THINK THIS WILL WORK, XAVIER?
BETWEEN THE OCEAN DEPTHS AND THE PSYCHIC BAFFLES BUILT INTO THIS SHIELD VESSEL, IT IS OUR BEST CHANCE, AGENT REISZ.
I'M HAVING TROUBLE SCANNING OUTWARDS, PROFESSOR--
--HOPEFULLY, THE SHADOW KING'S HAVING DIFFICULTIES, TOO.
NOW IF ANYONE DOESN'T MIND (NO PUN INTENDED), CAN WE DETERMINE OUR COURSE OF ACTION?
WHAT CAN WE HOPE TO DO?
AN ISLAND STRONGHOLD MANNED BY MUTANT SOLDIERS.
NOT SOLDIERS, AGENT REISZ. THEY ARE MY STUDENTS. MY... FAMILY.
THIS SHADOW KING, IF HE EVEN EXISTS, HAS CREATED THE ULTIMATE FORTRESS,
USING THEM IN THIS WAY IS A CORRUPTION OF ALL I HAVE SOUGHT TO TEACH THEM, THAT MANKIND CAN LEARN TO LIVE TOGETHER AND FORGET THE PREJUDICES AND HATREDS THAT DIVIDE US SO TRAGICALLY.
INDEED, THIS MADMAN IS THE LIVING EMBODIMENT OF EVERYTHING I CREATED THE X-MEN TO OPPOSE.
YOU COULD BE WALKING INTO A RIDICULOUSLY SUICIDAL SITUATION HERE.
IT'S WHAT WE DO BEST, MS. COOPER.


ONE OF THE MIND-FREE X-MEN, FORGE, HAS ERECTED A STATIC ZONE WHICH WILL DISRUPT THE SHADOW KING'S CONTROL...
...ALLOWING YOU ACCESS TO THE ISLAND.
PROFESSOR, HOW CAN WE BE EXPECTED TO TAKE DOWN THE KING IF HE'S CONTROLLED ALL THE OTHER X-MEN?
YOU'RE NOT A PART OF THE ASSAULT FORCE AND JEAN ISN'T READY TO HANDLE A TELEPATH ON HIS LEVEL.
I CANNOT LEAVE THE SUB WITHOUT THE KING "READING" ME. ON THE OTHER HAND...
...THE SHADOW KING HAS NO IDEA THAT JEAN HAS REGAINED HER TELEPATHIC ABILITIES.
SO, IN ESSENCE, THOUGH I CAN'T ENGAGE THE KING IN DIRECT MIND-WAR--
--I CAN ACT AS A "MASK" FOR OUR PRESENCE ON THE ISLAND.
EXACTLY, JEAN. YOU MUST UNDERSTAND, THE SHADOW KING IS A BEING OF PURE TELEPATHIC ENERGY WHICH IS MANIFESTED THROUGH THE ASTRAL PLANE.
HE HAS TAKEN HUMAN HOST BODIES FOR DECADES, PERHAPS CENTURIES--
--AND NEEDS THAT HUMAN HOST AS A LINK TO THE PHYSICAL WORLD.
I SUSPECT THE HUMAN HOST NOW IS SOMEONE ON MUIR ISLAND--POSSIBLY MOIRA MACTAGGART OR MY SON, DAVID--LEGION.
IN ORDER TO GENERATE THIS MUCH PSYCHIC DISTURBANCE, THE KING MUST HAVE SOMEONE SERVING AS A NEXUS BETWEEN THE ASTRAL AND PHYSICAL PLANES.
WE HAVE TO FIND THE HUMAN HOST, AND THE NEXUS AND SEVER THEM BOTH.
TEN MINUTES. WE'D BEST PREPARE.


YOU HAVE PERFORMED YOUR TASK WELL, VALERIE.
YOU HAVE LED THE LAMBS TO THE SLAUGHTER.
I AM VERY PLEASED WITH YOU.
THANK YOU, MASTER. BUT, AREN'T YOU AFRAID THEY SUSPECT?
THAT THE HUMAN HOST THEY ARE LOOKING FOR IS STANDING AMONG THEM?
IT IS A PLEASURE TO SEE XAVIER PLAY THE PART OF THE FOOL!
WHY NOT SIMPLY KILL HIM RIGHT NOW?
FOR THE SAME REASON HE CANNOT ACT AGAINST ME-- THE TELEPATHIC DAMPENERS ON THIS VESSEL DISRUPT OUR POWERS.
AT ANY RATE, XAVIER IS A FOE WHOSE DEFEAT IS TO BE SAVORED!
BEFORE I SEE HIM DEAD, I WISH TO SEE HIS DREAM DESTROYED-- HIS CHILDREN CRUSHED!
THAT IS A VICTORY WORTHY OF MY DECADES-LONG WAIT!
IN THE SUBMARINE'S AUXILIARY LAUNCH-BAY...
THESE ARE NOT QUITE THE CIRCUMSTANCES UNDER WHICH I'D ENVISIONED OUR REUNION.
WE DON'T LEAD THE KINDS OF LIVES IN WHICH THINGS TURN OUT AS PLANNED, SIR.
I HEARD ABOUT YOUR SON... NATHAN... I AM SORRY, SCOTT--
--I AM SORRY I NEVER HAD THE OPPORTUNITY TO SEE A CHILD I WOULD HAVE LIKED TO CALL MY GRANDCHILD...


I'VE LEARNED TO NEVER SAY NEVER, PROFESSOR, IT KEEPS MY SANITY.
YOU'RE RIGHT, OF COURSE, SCOTT.
FIRST TIME FOR EVERYTHING, SIR?
I'VE JUST HAD A WONDERFUL IDEA, WHY DON'T WE FORGET ALL OF THIS FIGHTING STUFF--
AFTER ALL YOUR YEARS WITH THE X-MEN--
--YOU OF ALL PEOPLE SHOULD BE AWARE THAT ANYTHING IS POSSIBLE WHERE WE'RE CONCERNED!
--AND SIMPLY REMINISCE OVER TEA?
SORRY TO INTERRUPT. WE ARE READY.
OF COURSE, COLONEL VASHKIN.
GOOD LUCK, MY X-MEN. BE CAREFUL.
T-MINUS ONE MINUTE...
SCOTT... ARE WE GOING TO SURVIVE THIS?
I DON'T KNOW, JEAN. SO MUCH HAS HAPPENED LATELY -- I JUST DON'T KNOW.
LOOK AT IT THIS WAY, MEIN FRELINDS-- IF WE GO, LET'S DO IT IN A BLAZE OF GLORY!
OH, VERY BON JOVI!
T-MINUS THREE--TWO--ONE--
FSHWOOM


ALL PROCEEDS SMOOTHLY?
AS WELL AS CAN BE EXPECTED, CHARLES.
CYBER-SIGNALS READ NOMINAL. FREE-ZONE IS CLEAR FOR LANDING.
INCREDIBLE! THEY HAVE MADE IT ONTO THE ISLAND!
ARE YOU SURPRISED, AGENT REISZ?
LET'S JUST SAY I REMAIN SKEPTICAL ABOUT THIS ENTIRE OPERATION, XAVIER.
THERE'S THE ACCESS HATCH WE'RE LOOKING FOR.
IT SERVES AS A THERMAL-ENERGY VENTING DUCT.
IT SHOULD LEAD US TO THE CORE OF THE ISLAND--THE RESEARCH LAB ITSELF.
WARREN, SCOUT AHEAD. LET'S SEE WHAT THE DARKNESS HOLDS...
SUN TZU, THE ART OF WAR--"DO NOT ATTACK AN ENEMY WHO OCCUPIES KEY GROUND...DO NOT ALLOW YOUR FORMATIONS TO BECOME SEPARATED."
ARE WE EMPLOYING QUESTIONABLE TACTICS, HANK?
ACCORDING TO SUN TZU? WE'RE WEARING SPANDEX, YOU KNOW.
ACCORDING TO ME? LET'S GO KICK SOME GLUTEUS MAXIMUS!

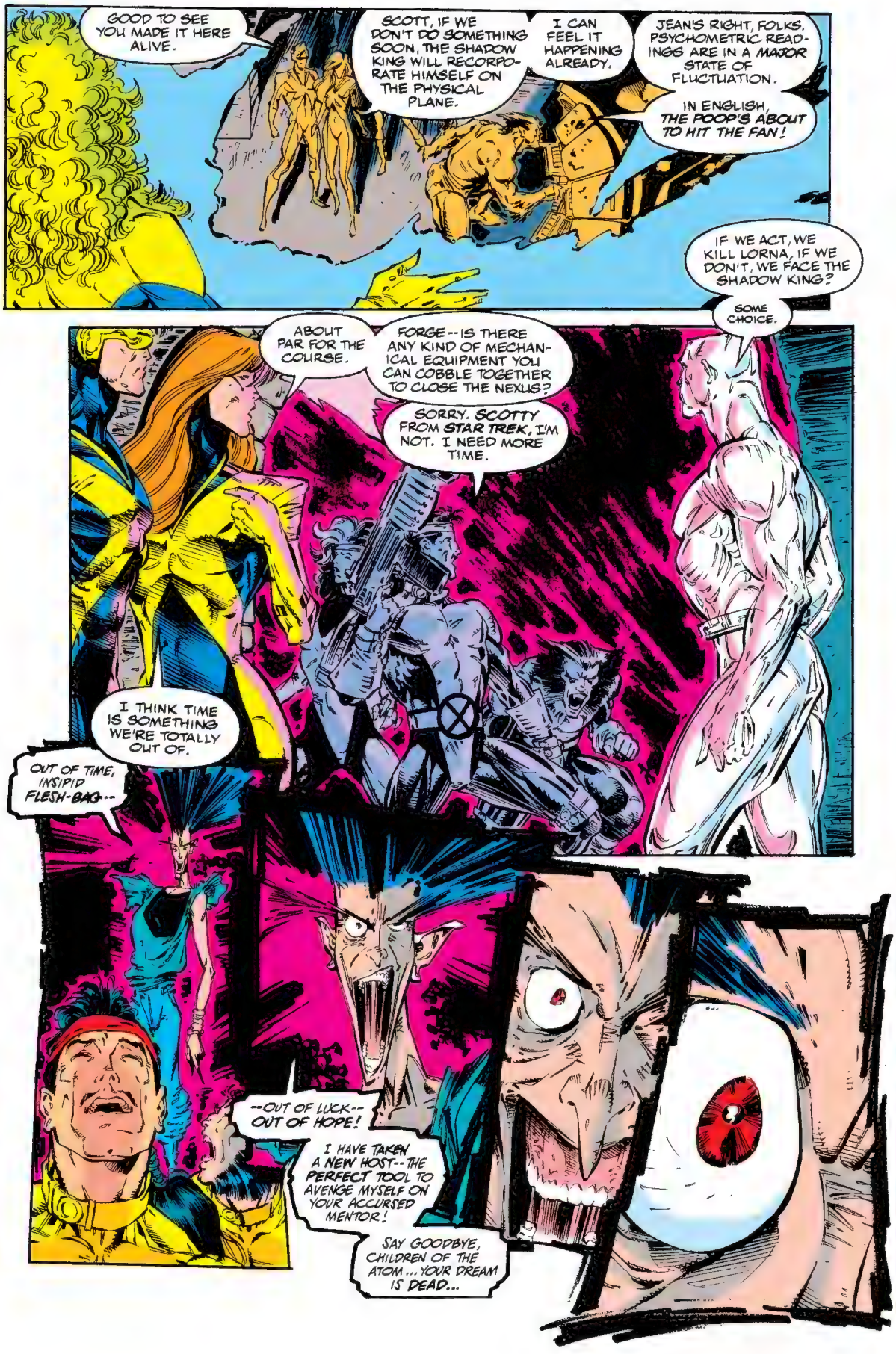

SHYMEN
I HAVE TARGET ACQUISITION.
WHO?
DON'T KNOW YET.
BUT I HAVE A FEELING I WILL VERY SOON.
SHVOORM
H'LO, WARREN.
SO RUDE OF YE T'DROP IN UNINVITED.
TARGETS CONFRONTED, TEAM.
HOW MANY?
ENOUGH TO MAKE IT A PARTY, SCOTT.
MADROX, MOIRA, PSYLOCKE, GAMBIT AND JUBILEE.
DON'T ENGAGE THEM ALONE--WE'RE RIGHT BEHIND YOU!


ARRRGH!
PSYLOCKE? WHAT'S HAPPENIN'?
UGGH!
WHOA--CAJUN'S HIT! NEVER SEEN THAT HAPPEN BEFORE, Y'KNOW? NOT THAT I MIND MUCH.
IT WAS THE CYCLOPS GUY, I THINK. BUT WHAT DID IN THE MIND-WITCH?
AH, EXCUSE ME, THERESA DEAR--
--BUT FOR THE SAKE OF YOUR DADDY, BANSHEE--
--I'D RATHER YOU NOT GET BRUISED IN THIS BATTLE.
I'M ON MADROX--
--NO WAY HE CAN DUPLICATE HIMSELF IF HE'S ENCASED IN SOLID ICE!
MOIRA--RETREATING? DON'T EVEN THINK ABOUT IT--IF YOU CAN THINK FOR YOURSELF, THAT IS.
NO! NO! BLAST YE ALL TO HADES!
CYCLOPS TO HOME BASE. WE'RE IN, WE'RE CLEAR.
WE MET SOME RESISTANCE. JEAN TOOK OUT PSYLOCKE--WE ALSO NAILED MADROX, SIRYN, GAMBIT, JUBILEE AND MOIRA.
IT WOULD APPEAR THAT THE SHADOW KING PLAYS A TOUGHER MENTAL GAME THAN A PHYSICAL ONE.
DON'T BE LULLED BY DEFEATING THE PUPPETS, WHEN THE PUPPETEER IS STILL IN CONTROL.
AND BE CAREFUL OF LEGION--HE MAY BE THE HOST!


OR HE MAY NOT!!
EITHER WAY, BOYS, GIRLS AND GORILLAS-- WE STILL MEAN TROUBLE!
SFWOOOOOSH!!
JEANNIE, LOOK OUT!
PYROKINETIC ASSAULT--
--COULDN'T GET A TEKE SHIELD UP IN TIME!
I'LL SMOTHER THE FLAMES--!
AND I'LL SMOTHER YOUR LIFE!
THIS IS THE ENDGAME, CHARLES!
AS YOUR SON ENDS THE LIVES OF YOUR STUDENTS--
--SO SHALL I END YOURS!
VAL--NEED HELP--HURRY--
YOU FOOL! SHE IS MINE! JACOB REISZ HAS BEEN MY HUMAN HOST FOR MONTHS!
I HAVE BEEN STANDING BESIDE YOU ALL ALONG!
AND YOU BEG FOR COOPER'S HELP? IDIOT! THE WOMAN IS MINE!
SEE HOW YOUR LIFE ENDS! "THE GREAT TELEPATH"-- UNABLE TO KNOW THE DEADLY THOUGHTS OF THOSE AROUND HIM!

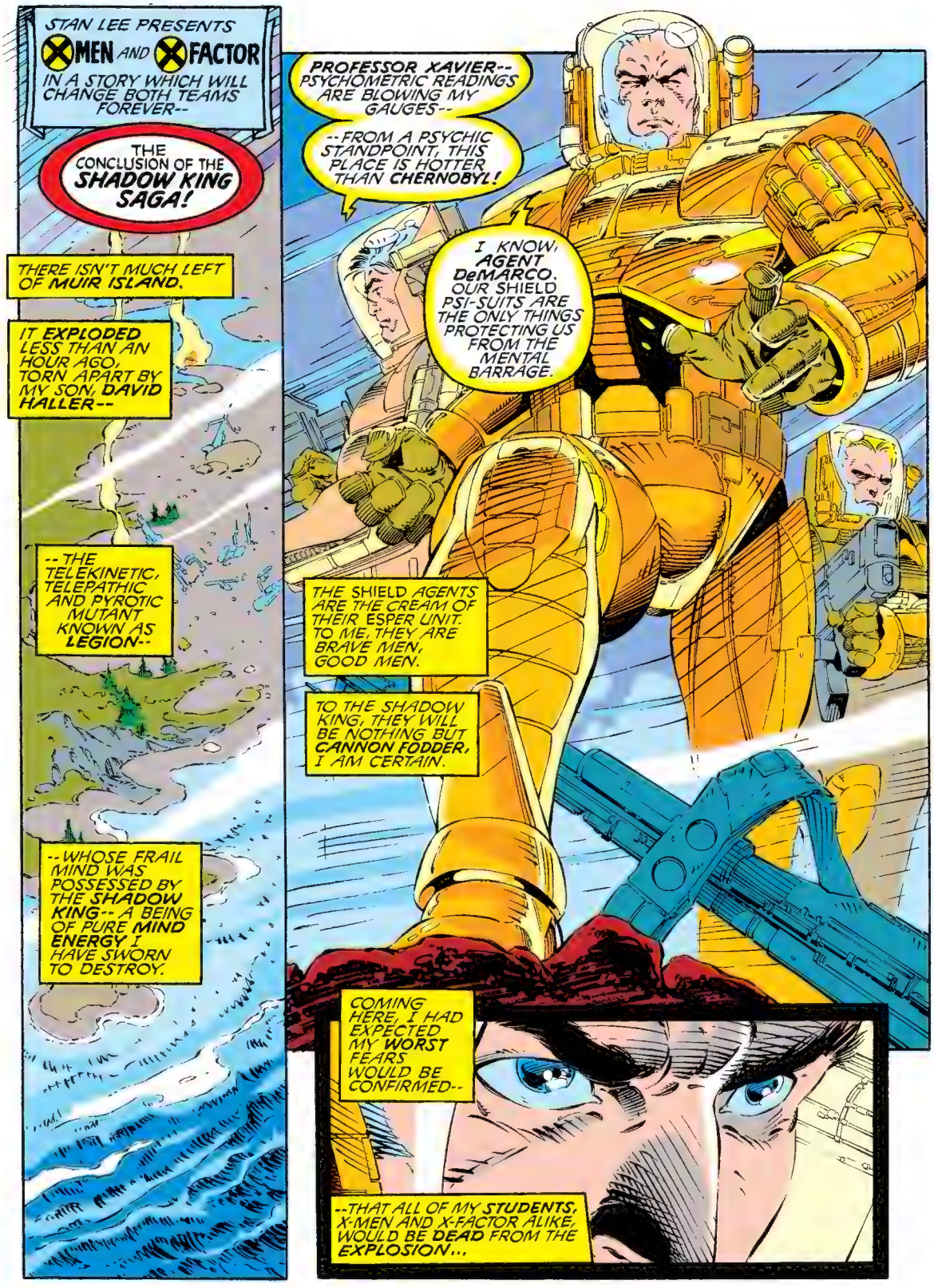

BETTER BY FAR, SELF-CALLED "MASTER OF MINDS"...
...TO ASK THAT OF YOURSELF!
MYSTIQUE?!!
HOW--
WHA--
SHFOOM
AARRGGHHH
?
AAAA
AAAAAAAA
AAAAA


LEGION'S OUT OF CONTROL--
--HIS MIND IS IN TURMOIL--
--HIS STRINGS HAVE BEEN CUT--THE PUPPET IS LOOSE!
WHICH MEANS THAT THE PROFESSOR'S RUSE SUCCEEDED AND HE WAS ABLE TO ELIMINATE THE SHADOW KING'S HUMAN HOST!
WE HAVE TO TEAR DOWN THE NEXUS--QUICKLY-- BEFORE THE KING CAN STABILIZE HIMSELF TO THE POINT WHERE HE POSSESSES ANOTHER HOST.
OH SWEET HEAVEN, IT'S LORNA-- SHE'S THE NEXUS-- SHE LOOKS SO-- HELPLESS--
WHAT IF DISRUPTING THIS NEXUS HURTS HER? WE CAN'T--
WE MAY HAVE NO CHOICE, BOBBY.
I UNDERSTAND WHAT SHE ONCE MEANT TO YOU, ROBERT--
--BUT IN ORDER TO TRAP THE KING IN THE ASTRAL PLANE, THE NEXUS *MUST* BE SEALED OFF.
I KNOW--IT'S JUST-- I DIDN'T EXPECT IT TO BE HER-- I-- LET'S GET THIS OVER WITH--
DON'T TOUCH POLARIS!
IF YOU BREAK THE LINK SHE HAS NOW, YOU MAY AS WELL BE *KILLIN'* HER!


GOOD TO SEE YOU MADE IT HERE ALIVE.
SCOTT, IF WE DON'T DO SOMETHING SOON, THE SHADOW KING WILL RECORPORATE HIMSELF ON THE PHYSICAL PLANE.
I CAN FEEL IT HAPPENING ALREADY.
JEAN'S RIGHT, FOLKS. PSYCHOMETRIC READINGS ARE IN A MAJOR STATE OF FLUCTUATION.
IN ENGLISH, THE POOP'S ABOUT TO HIT THE FAN!
IF WE ACT, WE KILL LORNA, IF WE DON'T, WE FACE THE SHADOW KING?
SOME CHOICE.
ABOUT PAR FOR THE COURSE.
FORGE--IS THERE ANY KIND OF MECHANICAL EQUIPMENT YOU CAN COBBLE TOGETHER TO CLOSE THE NEXUS?
SORRY. SCOTTY FROM STAR TREK, I'M NOT. I NEED MORE TIME.
I THINK TIME IS SOMETHING WE'RE TOTALLY OUT OF.
OUT OF TIME, INSIPID FLESH-BAG--
--OUT OF LUCK-- OUT OF HOPE!
I HAVE TAKEN A NEW HOST--THE PERFECT TOOL TO AVENGE MYSELF ON YOUR ACCURSED MENTOR!
SAY GOODBYE, CHILDREN OF THE ATOM...YOUR DREAM IS DEAD...


AND FINALLY, SO ARE YOU!!
TO BE CONCLUDED IN UNCANNY X-MEN #280
AND NEXT ISSUE: A SPECIAL EPILOGUE INTRODUCING NEW WRITER PETER DAVID, AND FEATURING MORE SURPRISES THAN YOU COULD BELIEVE POSSIBLE FOR A BUCK (AS IF THIS PAGE WEREN'T ENOUGH)!


MARVEL COMICS
THE UNCANN
X-MEN
THE MUIR ISLAND SAGA
© 1991 MARVEL ENT GROUP INC
TM
$1.00 US
$1.25 CAN
280
SEPT
02461
APPROVED BY THE COMICS CODE
AUTHORITY
PYRRHIC VICTORY!


STAN LEE PRESENTS
X-MEN AND X-FACTOR
IN A STORY WHICH WILL CHANGE BOTH TEAMS FOREVER--
THE CONCLUSION OF THE SHADOW KING SAGA!
THERE ISN'T MUCH LEFT OF MUIR ISLAND.
IT EXPLODED LESS THAN AN HOUR AGO, TORN APART BY MY SON, DAVID HALLER--
--THE TELEKINETIC, TELEPATHIC AND PYROTIC MUTANT KNOWN AS LEGION--
--WHOSE FRAIL MIND WAS POSSESSED BY THE SHADOW KING-- A BEING OF PURE MIND ENERGY I HAVE SWORN TO DESTROY.
PROFESSOR XAVIER-- PSYCHOMETRIC READINGS ARE BLOWING MY GAUGES--
--FROM A PSYCHIC STANDPOINT, THIS PLACE IS HOTTER THAN CHERNOBYL!
I KNOW, AGENT DeMARCO. OUR SHIELD PSI-SUITS ARE THE ONLY THINGS PROTECTING US FROM THE MENTAL BARRAGE.
THE SHIELD AGENTS ARE THE CREAM OF THEIR ESPER UNIT. TO ME, THEY ARE BRAVE MEN, GOOD MEN.
TO THE SHADOW KING, THEY WILL BE NOTHING BUT CANNON FODDER, I AM CERTAIN.
COMING HERE, I HAD EXPECTED MY WORST FEARS WOULD BE CONFIRMED--
--THAT ALL OF MY STUDENTS, X-MEN AND X-FACTOR ALIKE, WOULD BE DEAD FROM THE EXPLOSION...

... BUT WHAT STANDS BEFORE ME NOW IS FAR **WORSE** THAN THAT POSSIBILITY...

HELLO, **CHARLES.**

WELCOME TO WHAT IS LEFT OF YOUR PRECIOUS MUTANT RESEARCH ISLAND.

YOUR **DREAM** IS **ENDED.** AWAKEN TO THE **NIGHT-MARE!**

YOUR **CHILDREN** ARE **MINE.**

YOUR **LIFE** IS **MINE!**

THE ANIMAL HAS DONE IT. HE HAS TAKEN MY **SON** AS HIS **HUMAN HOST.**

THE EYES WHICH STARE AT ME ARE AGLOW WITH **HATRED.**

A PART OF ME WONDERS. ARE THOSE THE SHADOW KING'S BLACK FIRES BURNING WITHIN-- OR MY OWN SON'S ?

YOU ALMOST HAD ME, CHARLES. **ALMOST.**

PULLING THAT RABBIT OUT OF THE HAT-- MY PUPPET, **VAL COOPER,** ACTUALLY BEING A DISGUISED **MYSTIQUE--**

--DESTROYING MY PREVIOUS HOST, FBI AGENT **REISZ.** IT **DID** DISRUPT MY CONTACT WITH THIS PLACE.

BUT YOUR STUDENTS, WHO WERE ASSAULTING MY ISLAND FORTRESS, WERE UNABLE TO DESTROY MY **NEXUS--**

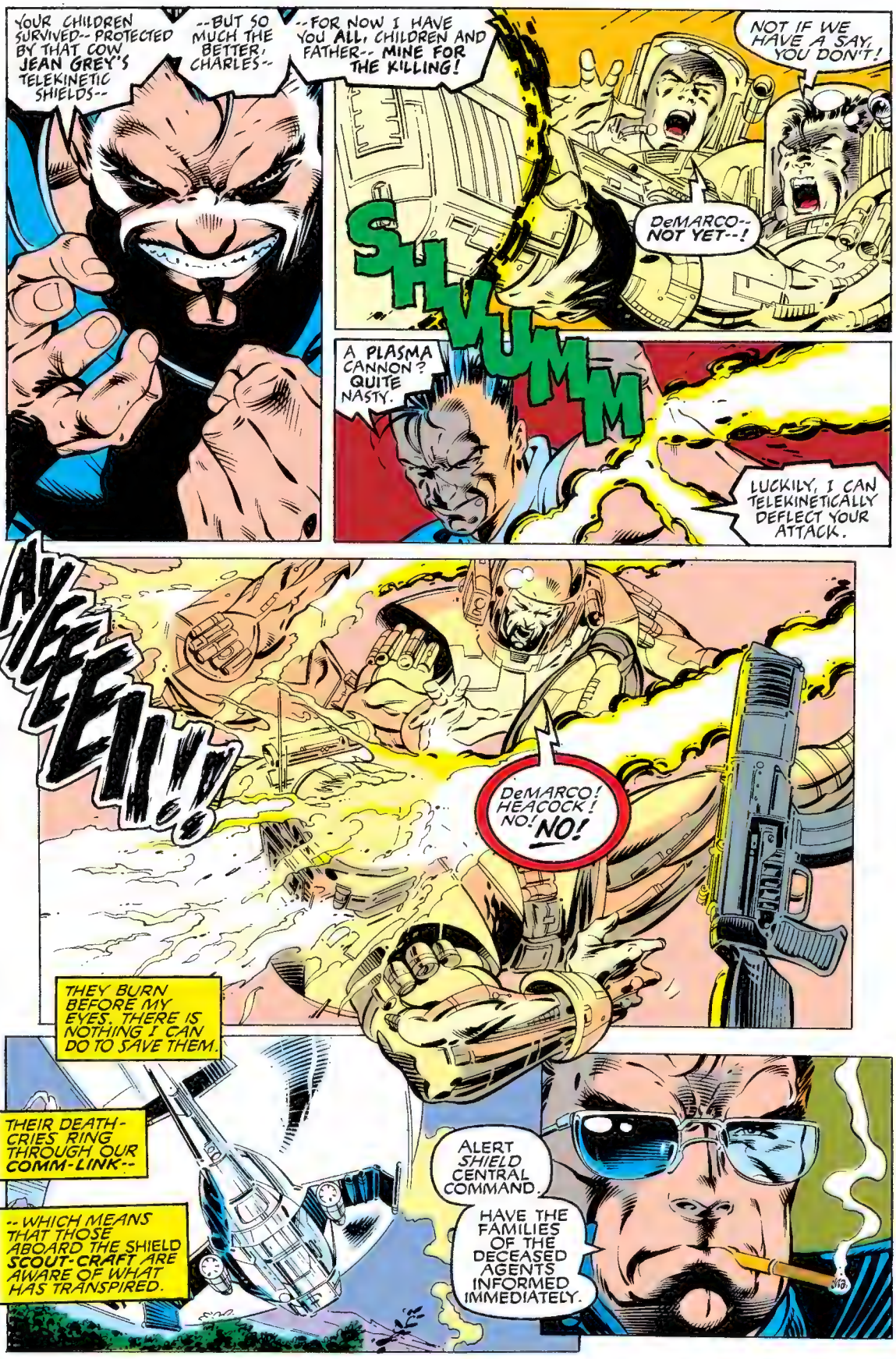
--THE PSYCHIC **MAGNIFYING** POINT BETWEEN THE **PHYSICAL** AND **ASTRAL** PLANE--

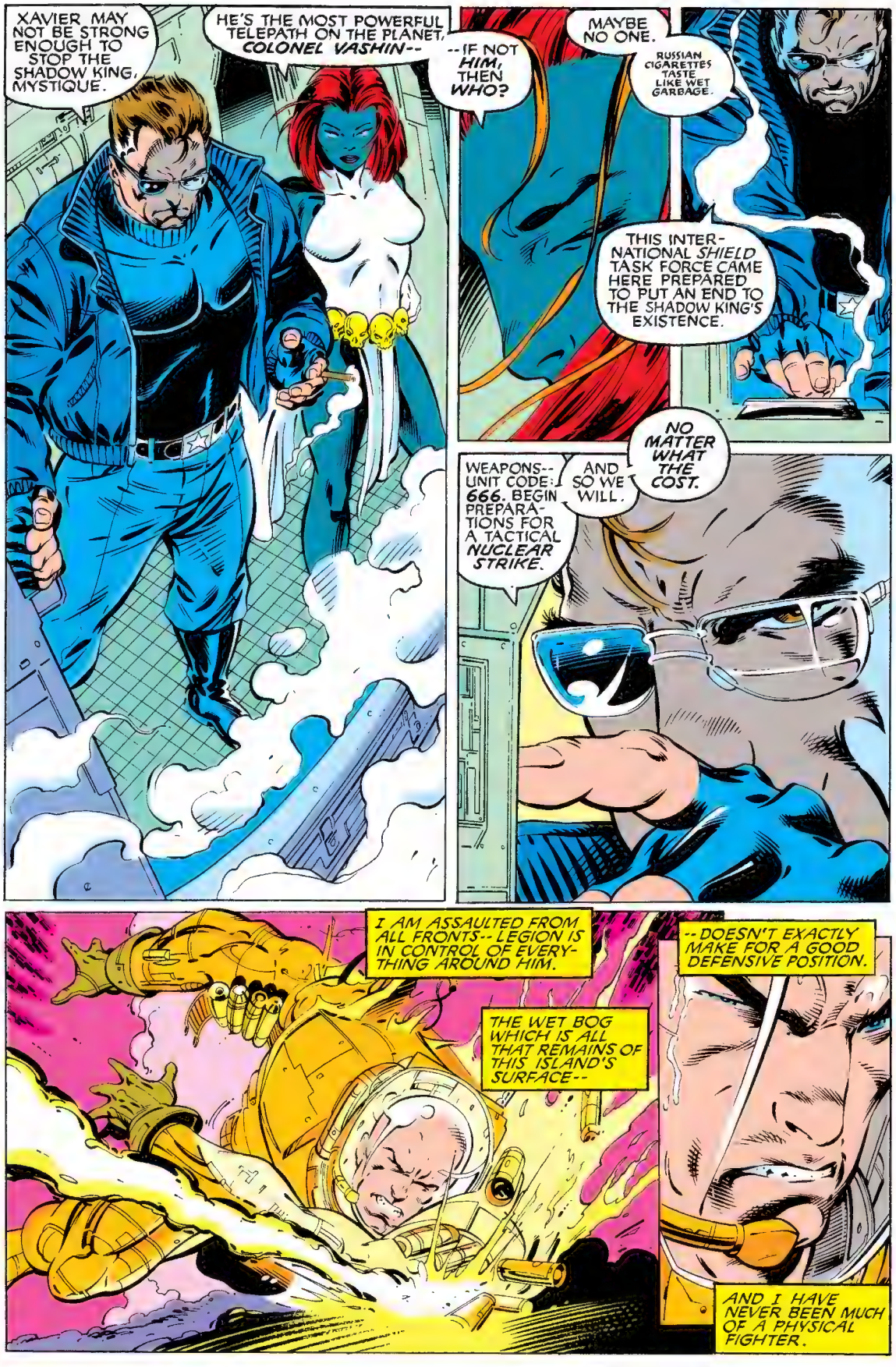
--SO I QUICKLY TOOK ON THIS SHELL AS MY HOST BODY--

-- AND DESTROYED THE SURFACE LAYERS OF THIS ISLAND!

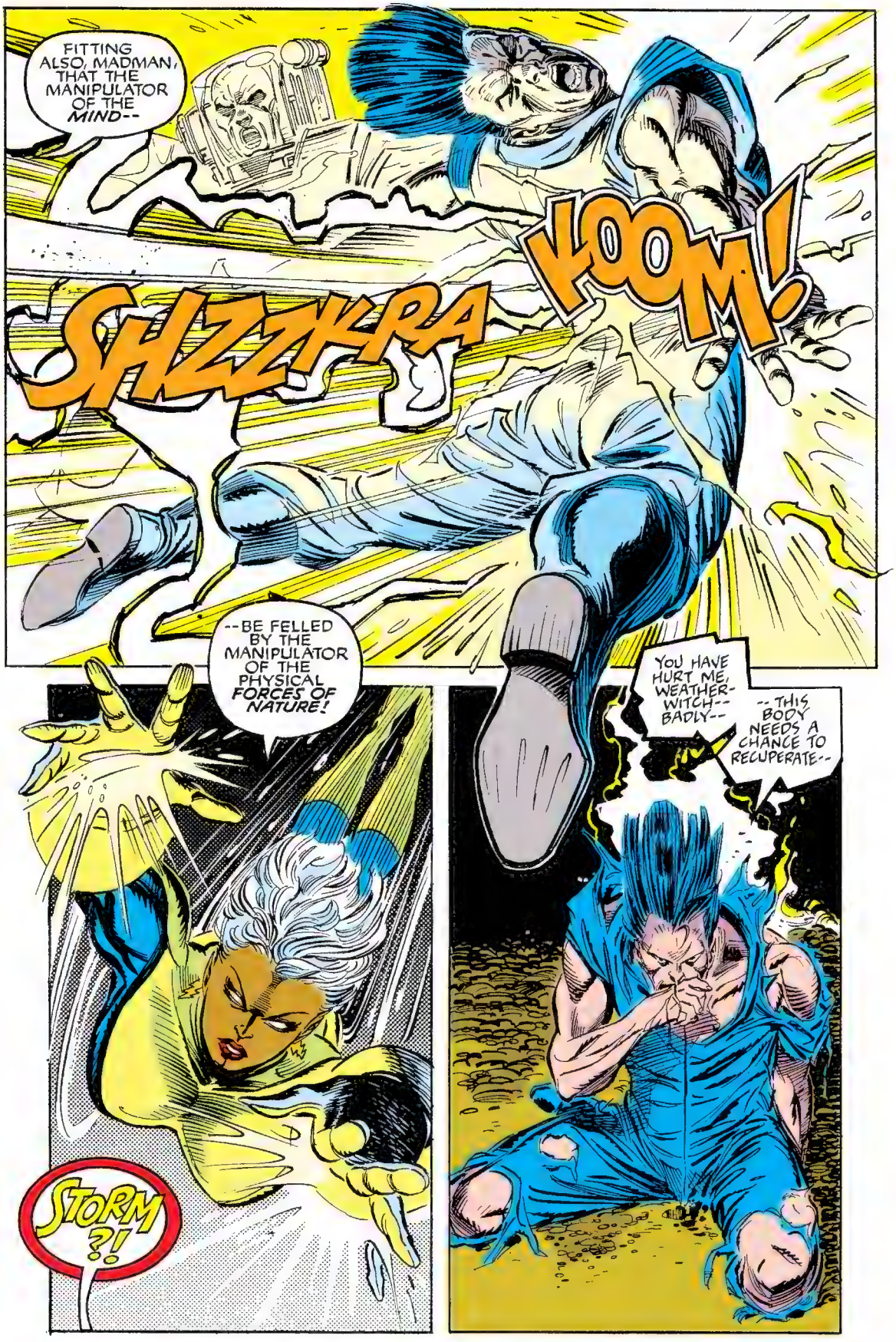
ONE STEP BACK-- TWO STEPS FORWARD

FABIAN **NICIEZA**, Writer ANDY **KUBERT** with STEVEN **BUTLER**, Pencilers **INKS-R-US**, Inkers
JOE **ROSAS**, colorist TOM **ORZECHOWSKI**, letterer BOB **HARRAS**, Shadow Prince TOM **DeFALCO**, boss

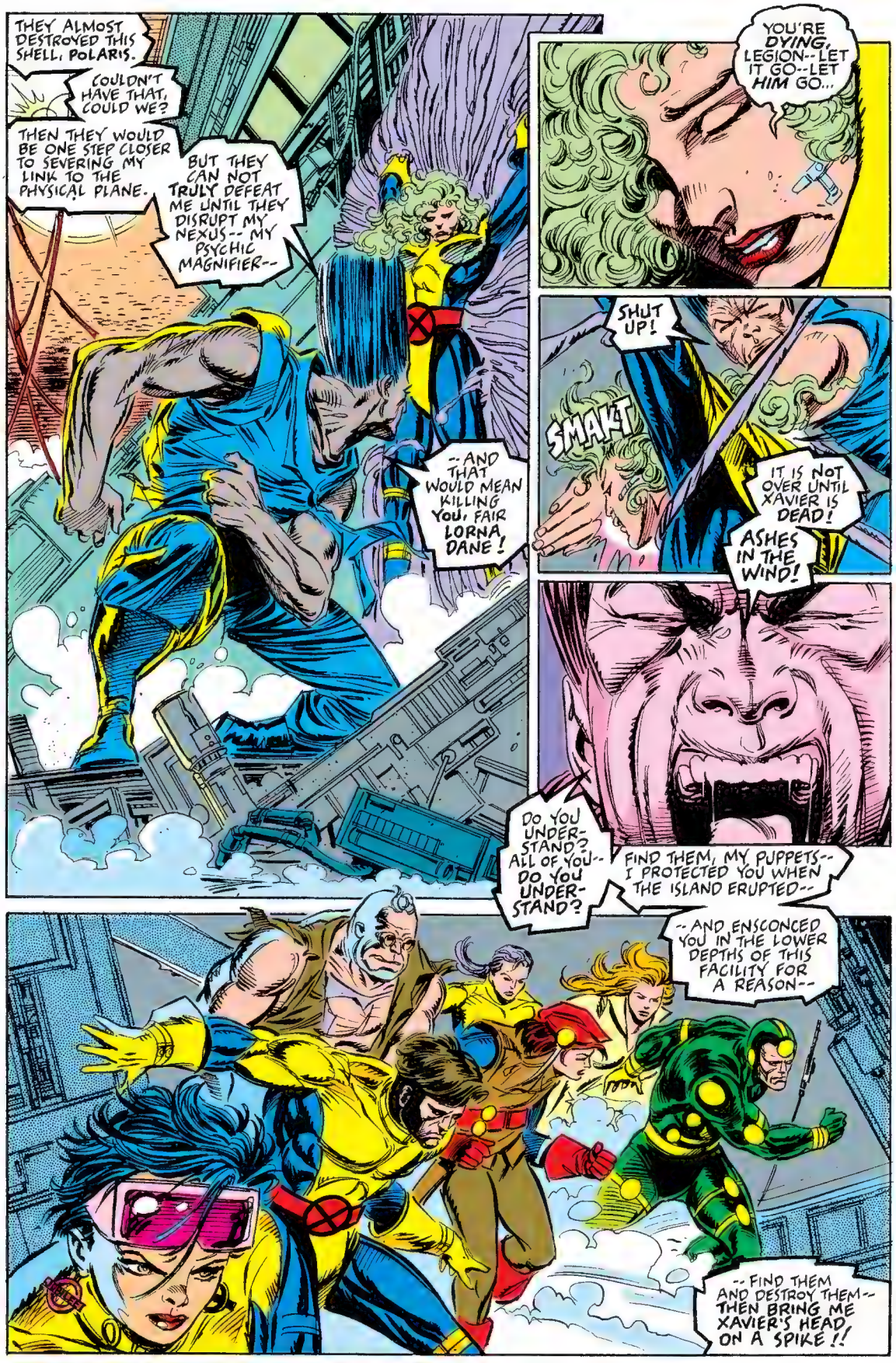

YOUR CHILDREN SURVIVED-- PROTECTED BY THAT COW JEAN GREY'S TELEKINETIC SHIELDS--
--BUT SO MUCH THE BETTER, CHARLES--
--FOR NOW I HAVE YOU ALL, CHILDREN AND FATHER-- MINE FOR THE KILLING!
NOT IF WE HAVE A SAY, YOU DON'T!
DeMARCO-- NOT YET--!
SHVUMM
A PLASMA CANNON? QUITE NASTY.
LUCKILY, I CAN TELEKINETICALLY DEFLECT YOUR ATTACK.
AYEEE!!
DeMARCO! HEACOCK! NO! NO!
THEY BURN BEFORE MY EYES. THERE IS NOTHING I CAN DO TO SAVE THEM.
THEIR DEATH-CRIES RING THROUGH OUR COMM-LINK--
--WHICH MEANS THAT THOSE ABOARD THE SHIELD SCOUT-CRAFT ARE AWARE OF WHAT HAS TRANSPIRED.
ALERT SHIELD CENTRAL COMMAND.
HAVE THE FAMILIES OF THE DECEASED AGENTS INFORMED IMMEDIATELY.


XAVIER MAY NOT BE STRONG ENOUGH TO STOP THE SHADOW KING, MYSTIQUE.
HE'S THE MOST POWERFUL TELEPATH ON THE PLANET, COLONEL VASHIN--
--IF NOT HIM, THEN WHO?
MAYBE NO ONE.
RUSSIAN CIGARETTES TASTE LIKE WET GARBAGE.
THIS INTERNATIONAL SHIELD TASK FORCE CAME HERE PREPARED TO PUT AN END TO THE SHADOW KING'S EXISTENCE.
WEAPONS-- UNIT CODE: 666. BEGIN PREPARATIONS FOR A TACTICAL NUCLEAR STRIKE.
AND SO WE WILL.
NO MATTER WHAT THE COST.
I AM ASSAULTED FROM ALL FRONTS-- LEGION IS IN CONTROL OF EVERYTHING AROUND HIM.
THE WET BOG WHICH IS ALL THAT REMAINS OF THIS ISLAND'S SURFACE--
--DOESN'T EXACTLY MAKE FOR A GOOD DEFENSIVE POSITION.
AND I HAVE NEVER BEEN MUCH OF A PHYSICAL FIGHTER.

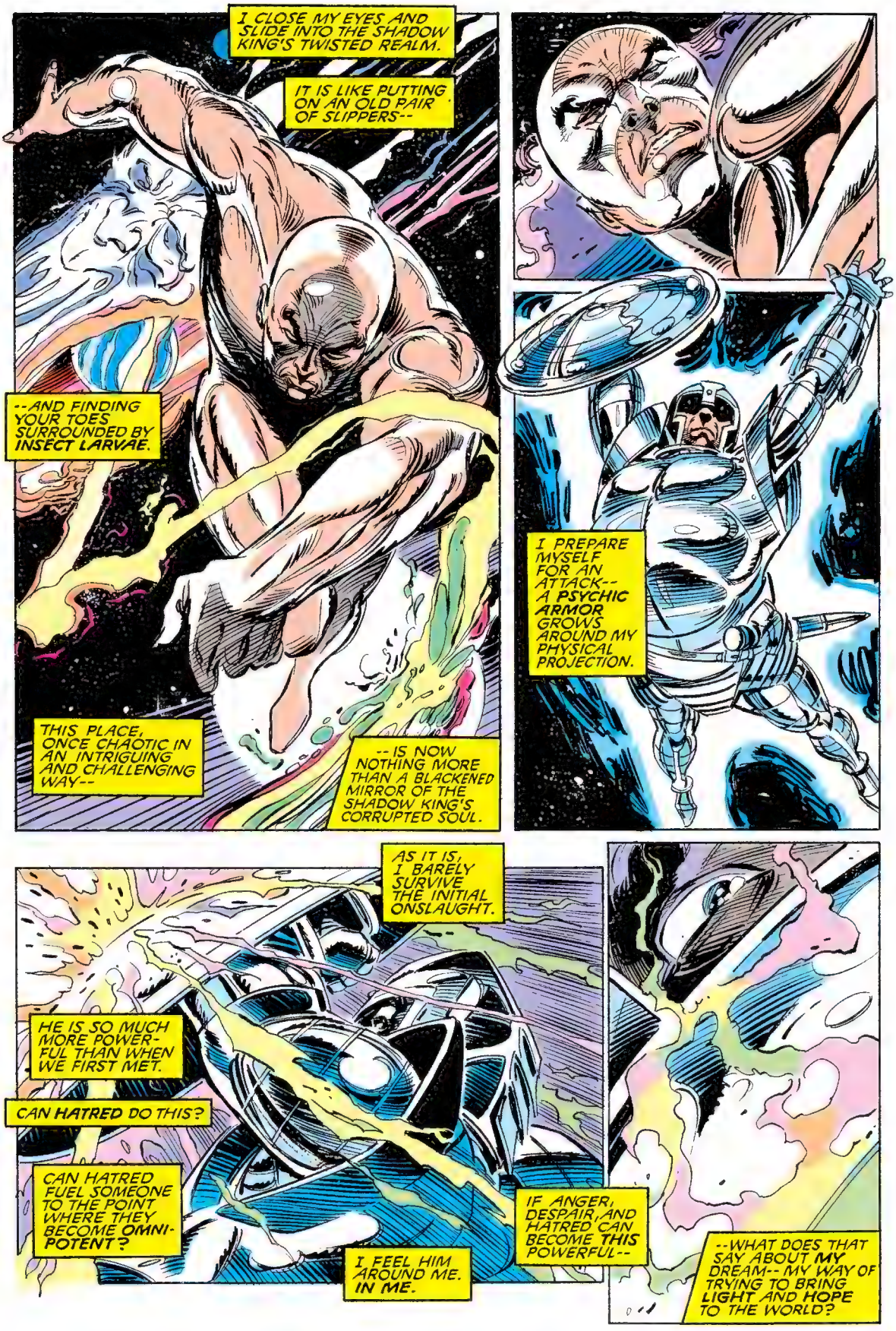

AND NOW, IT WOULD APPEAR, I WILL NEVER HAVE THE CHANCE TO BECOME ONE.
IT IS OVER, CHARLES. DADDY. HATED AND LOVED FOE.
NO! IF THERE IS A SHRED OF MY SON LEFT IN YOU, I WILL HELP TO SAVE HIM!
COULD IT BE...
TELEPATHIC PROBE? Hmm. SURPRISED, DADDY?
SURPRISED TO FIND THAT YOUR SON ACTUALLY LIKES WHAT I HAVE MADE OF HIM?
IT CAN'T BE-- YOU'RE CORRUPTING HIM-- BODY AND SOUL--
NO, CHARLES-- I HAVE GIVEN HIM SELF-CONTROL--
-- MY PRESENCE HAS UNITED HIS FRACTURED, SCHIZOPHRENIC MIND.
AND IT IS SO FITTING, IS IT NOT, FOR THE HAND WHICH KILLS YOU TO BE THAT OF YOUR TORTURED SON?!
SHKRRKK
IT IS. IRONIC. FITTING, IN A WAY. INEVITABLE, IN ANOTHER.
A PSYCHIC MIND-BURST BUILDS WITHIN ME-- IF I AM TO DIE, THEN THE SHADOW KING WILL DIE WITH ME...


FITTING ALSO, MADMAN, THAT THE MANIPULATOR OF THE *MIND*--
SHZZKRA
KOOM!
--BE FELLED BY THE MANIPULATOR OF THE PHYSICAL *FORCES OF NATURE!*
STORM ?!
YOU HAVE HURT ME, WEATHER-WITCH-- BADLY--
--THIS BODY NEEDS A CHANCE TO RECUPERATE--

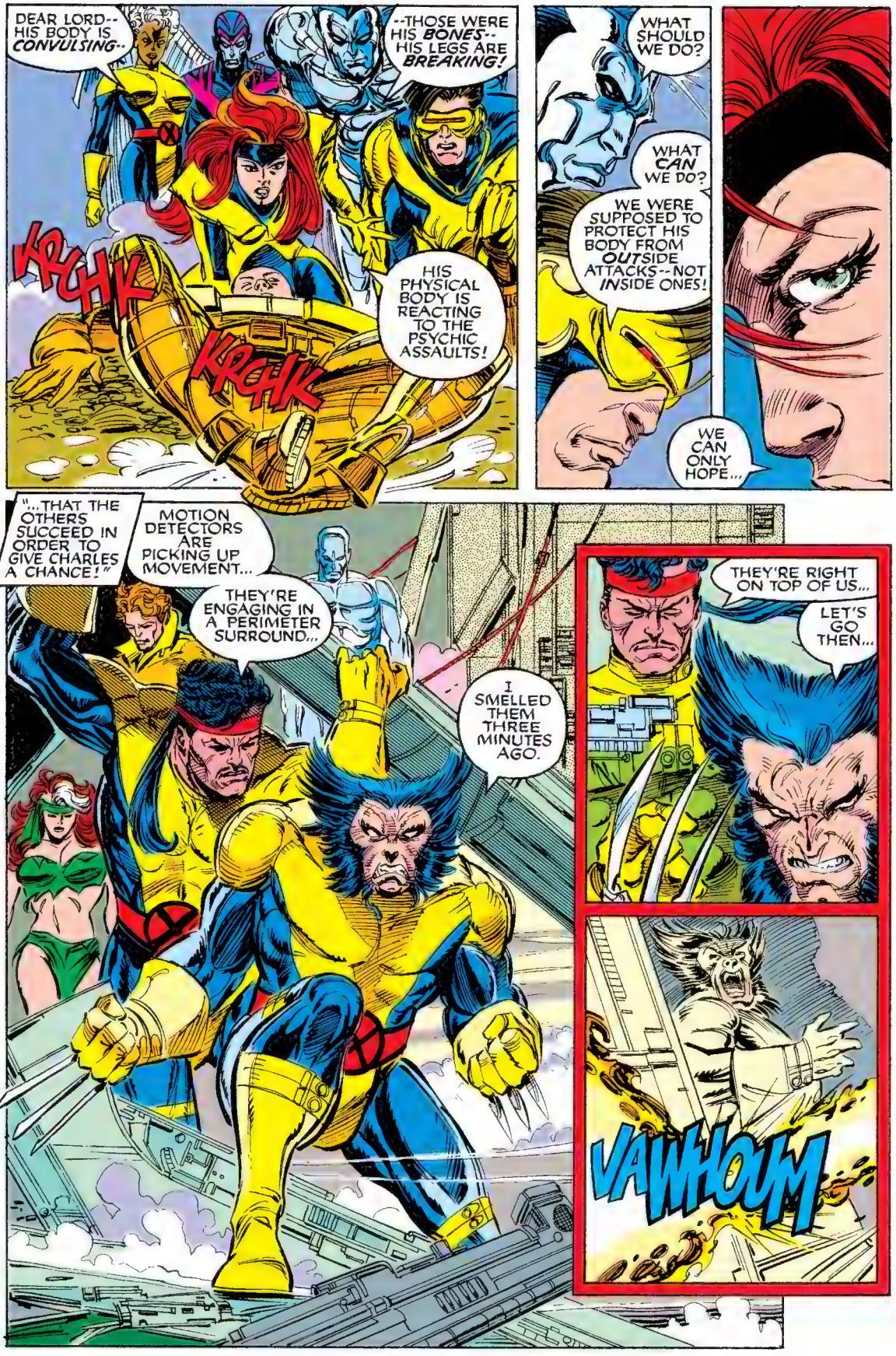

PROFESSOR-- HE'S--
KRKARRUMM
TELE-KINETICALLY CLEARING THE GROUND BENEATH US--
--ACCESSING A HATCHWAY TO THE UNDERGROUND PORTIONS OF MOIRA'S LABORATORY.
HE HAS ESCAPED.
WE NEEDED THE RESPITE AS MUCH AS HE.
MY THANKS FOR YOUR ASSISTANCE, ORORO. WHERE WERE YOU?
INJURED AND OUT OF THE BATTLE FOR A WHILE.
THEN WAITING FOR THE PROPER MOMENT TO STRIKE.
AND AS USUAL...
...YOU PICKED JUST THE RIGHT TIME.
MY CHILDREN ARE BACK. OLD AND NEW. ROGUE. BANSHEE. FORGE. CYCLOPS. ICEMAN. ARCHANGEL. COLOSSUS. JEAN GREY. BEAST. WOLVERINE.
LEGION'S PHYSICAL INJURIES CAUSED HIM TO RELEASE HIS HOLD ON US, PROFESSOR.
WE'RE READY TO PUT AN END TO THIS ANIMAL.
AND I THINK I KNOW HOW...


THEY ALMOST DESTROYED THIS SHELL, POLARIS.
COULDN'T HAVE THAT, COULD WE?
THEN THEY WOULD BE ONE STEP CLOSER TO SEVERING MY LINK TO THE PHYSICAL PLANE.
BUT THEY CAN NOT TRULY DEFEAT ME UNTIL THEY DISRUPT MY NEXUS-- MY PSYCHIC MAGNIFIER--
--AND THAT WOULD MEAN KILLING YOU, FAIR LORNA DANE!
YOU'RE DYING, LEGION--LET IT GO--LET HIM GO...
SHUT UP!
SMAK!
IT IS NOT OVER UNTIL XAVIER IS DEAD!
ASHES IN THE WIND!
DO YOU UNDER-STAND? ALL OF YOU-- DO YOU UNDER-STAND?
FIND THEM, MY PUPPETS-- I PROTECTED YOU WHEN THE ISLAND ERUPTED--
--AND ENSCONCED YOU IN THE LOWER DEPTHS OF THIS FACILITY FOR A REASON--
--FIND THEM AND DESTROY THEM-- THEN BRING ME XAVIER'S HEAD ON A SPIKE!!


I DON'T LIKE THIS ONE BIT.
THE ONLY WAY TO DEFEAT THE SHADOW KING IS BY CONFRONTING HIM IN THE ASTRAL AND PHYSICAL PLANES.
AND I AM THE ONLY ONE CAPABLE OF THE FORMER.
WE DO NOT HAVE MUCH CHOICE, DO WE, WOLVERINE?
JEAN WILL SERVE AS MY PSYCHIC ANCHOR TO THIS WORLD.
BUT SPLITTING US UP THIS WAY--?
MY PHYSICAL FORM WILL BE DEFENSE-LESS WHILE I ENGAGE THE SHADOW KING IN THE ASTRAL PLANE.
WHILE SOME OF YOU REMAIN HERE TO PROTECT IT--
--THE REST MUST FIND THE NEXUS AND SEVER THE KING'S LINK WITH IT.
WE DON'T HAVE MUCH TIME--GO--AND GOOD LUCK!
MY POWER'S SO NEBULOUS. I DON'T KNOW IF I'M UP TO THIS.
I'LL BE WITH YOU, CHILD. EVERY STEP OF THE WAY.

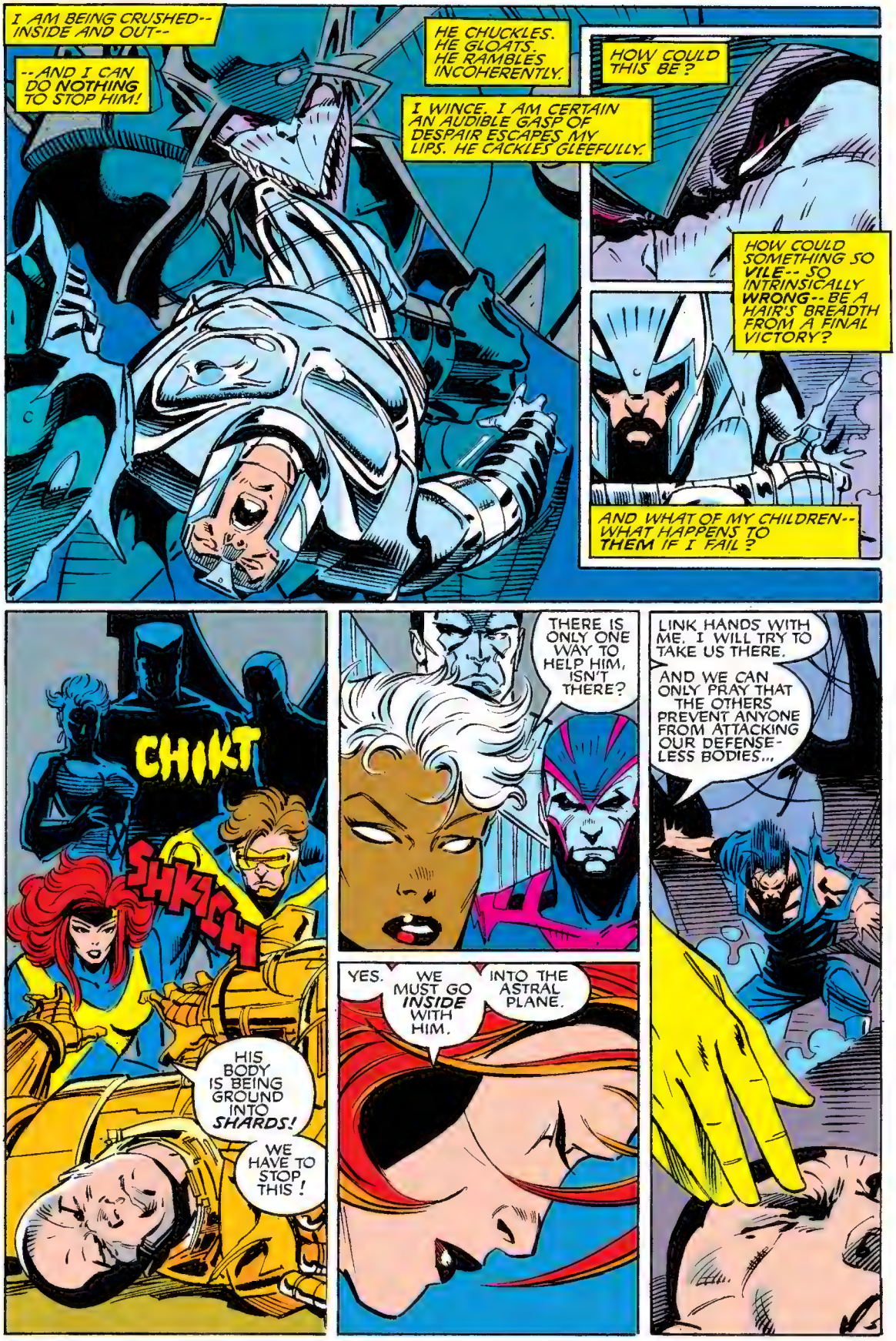

I CLOSE MY EYES AND SLIDE INTO THE SHADOW KING'S TWISTED REALM.
IT IS LIKE PUTTING ON AN OLD PAIR OF SLIPPERS--
--AND FINDING YOUR TOES SURROUNDED BY INSECT LARVAE.
THIS PLACE, ONCE CHAOTIC IN AN INTRIGUING AND CHALLENGING WAY--
--IS NOW NOTHING MORE THAN A BLACKENED MIRROR OF THE SHADOW KING'S CORRUPTED SOUL.
I PREPARE MYSELF FOR AN ATTACK-- A PSYCHIC ARMOR GROWS AROUND MY PHYSICAL PROJECTION.
AS IT IS, I BARELY SURVIVE THE INITIAL ONSLAUGHT.
HE IS SO MUCH MORE POWERFUL THAN WHEN WE FIRST MET.
CAN HATRED DO THIS?
CAN HATRED FUEL SOMEONE TO THE POINT WHERE THEY BECOME OMNIPOTENT?
I FEEL HIM AROUND ME. IN ME.
IF ANGER, DESPAIR, AND HATRED CAN BECOME THIS POWERFUL--
--WHAT DOES THAT SAY ABOUT MY DREAM-- MY WAY OF TRYING TO BRING LIGHT AND HOPE TO THE WORLD?


WELCOME TO MY HOME, CHARLES.
SO NICE OF YOU TO COME, AFTER HAVING IGNORED MY OPEN INVITATION FOR SO VERY LONG.
I ACCEPTED YOUR "INVITATION" ONCE BEFORE, BLACK HEART. I DID NOT FIND YOUR HOME TO MY LIKING.
OF THAT, I AM CERTAIN.
IS IT THE DECOR OF WHICH YOU DO NOT APPROVE?
OR YOUR HOST FOR THIS EVENING'S ENTERTAINMENT?
OR THE VERY REASON FOR THE INVITATION?
AS ALWAYS, CHARLES, YOU AND YOUR KIND ARE SO VAGUE IN YOUR THOUGHTS AND DESIRES.
I, ON THE OTHER HAND, AM QUITE DIRECT IN MY INTENTIONS--
--I WISH TO SEE HATRED AND ANGER CORRUPT THE INNOCENT SHEEP CALLED HUMANITY!
I WISH TO SEE YOUR LIFE'S GOAL OF GLOBAL HARMONY DASHED!
AND MOST CHERISHED OF ALL-- I WISH TO CLEAN MY TEETH WITH YOUR BONES--
--DRINK OF YOUR NOBLE BLOOD--
--I WISH TO SEE YOU SUFFER AND DIE!!
YOU WERE ONCE DISABLED, WEREN'T YOU, CHARLES? DO YOU REMEMBER THE FRUSTRATION, THE AGONY?
YOU THOUGHT THAT WAS ALL BEHIND YOU, DIDN'T YOU?
POOR, POOR FOOL.


DEAR LORD-- HIS BODY IS CONVULSING--
--THOSE WERE HIS BONES-- HIS LEGS ARE BREAKING!
KRCHK
KRCHK
HIS PHYSICAL BODY IS REACTING TO THE PSYCHIC ASSAULTS!
WHAT SHOULD WE DO?
WHAT CAN WE DO?
WE WERE SUPPOSED TO PROTECT HIS BODY FROM OUTSIDE ATTACKS--NOT INSIDE ONES!
WE CAN ONLY HOPE...
"...THAT THE OTHERS SUCCEED IN ORDER TO GIVE CHARLES A CHANCE!"
MOTION DETECTORS ARE PICKING UP MOVEMENT...
THEY'RE ENGAGING IN A PERIMETER SURROUND...
I SMELLED THEM THREE MINUTES AGO.
THEY'RE RIGHT ON TOP OF US...
LET'S GO THEN...
VAWHOUM

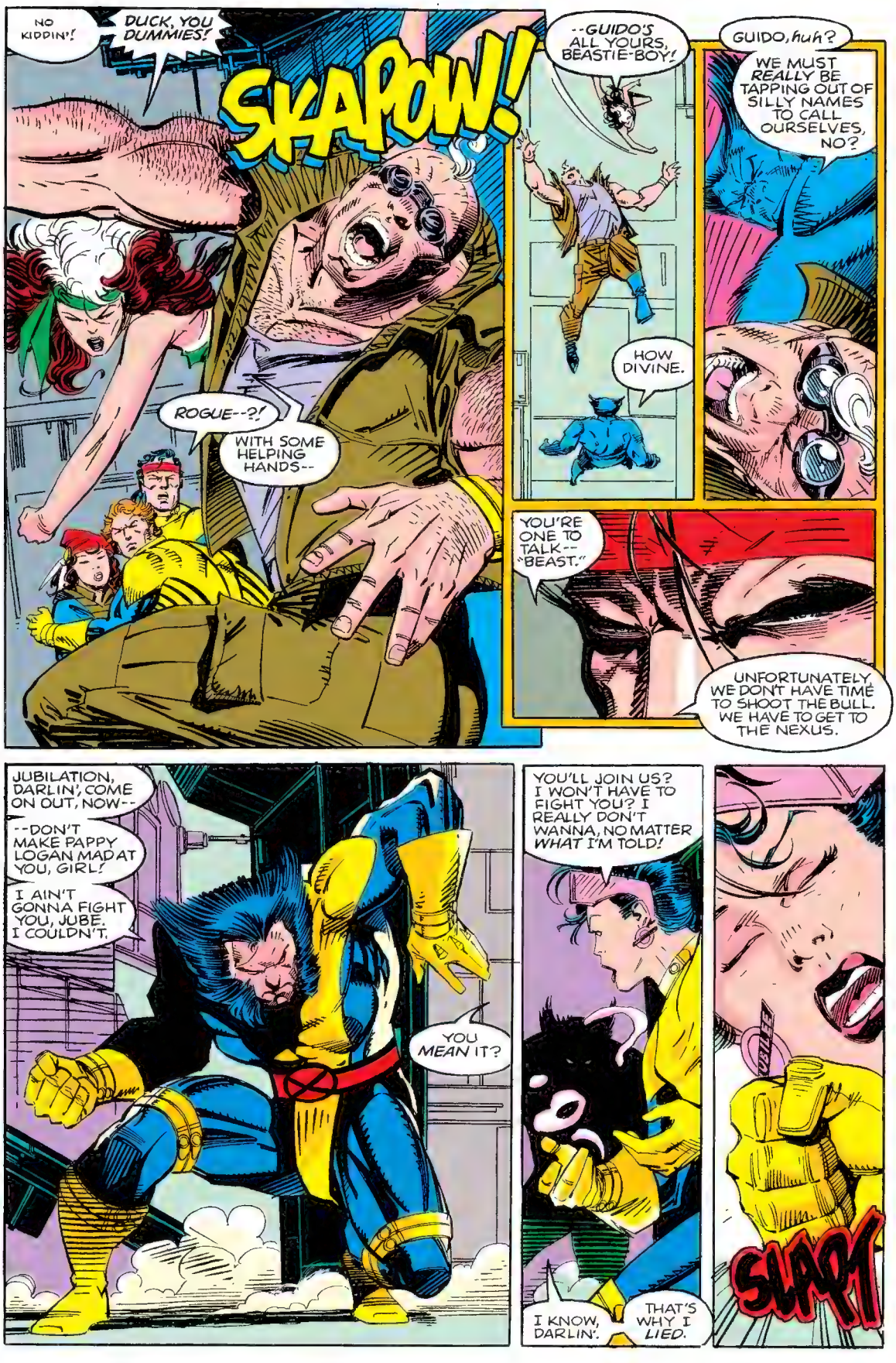

HOMME-- TIME T'BE BACKIN' YOUR WORDS WITH MORE THAN A SOUR GRIN, 'NEY?
GAMBIT!
QUICK, CAJUN. SNEAKY. LET'S PLAY THE GAME...
EEEE
THAT'S SIRYN-- MY DAUGHTER THERESA!
I'M ON HER!
BE CAREFUL, IRISH--DON'T LET HER SUCKER YOU INTO AN AMBUSH!
SPEAKING OF WHICH... MADROX IS TRYING TO DO THAT ALL BY HIS LONESOME SELVES!
AN ICE WALL WILL KEEP THE CORRIDOR BLOCKED--
--AND THE MULTIPLE MEN ON THE ROCKS, AS IT WERE!
SMOOTH, ROBERT, BUT YOU'VE TRAPPED WOLVIE AS WELL!


"HE'LL HAVE NO SUPPORT IN HIS FIGHT AGAINST GAMBIT!"
NO FRIENDS TO BAIL YOU OUT, MON AMI.
WOULDN'T HAVE IT ANY OTHER WAY.
SHREKKH
BEST BE SAYIN' GOOD NIGHT, NON?
OLD MAN. STILL HURTIN' INSIDE. NOT A REAL FIGHT.
FLAP THOSE GUMS, BOY--
--IT'S WHAT YOU DO BEST--
-- BUT WHAT I DO BEST--
--IS WIN!
YOU'RE PINNED, CREOLE.
DON'T ASK FOR THE THIRD CLAW.


I AM BEING CRUSHED-- INSIDE AND OUT--
--AND I CAN DO NOTHING TO STOP HIM!
HE CHUCKLES. HE GLOATS. HE RAMBLES INCOHERENTLY.
I WINCE. I AM CERTAIN AN AUDIBLE GASP OF DESPAIR ESCAPES MY LIPS. HE CACKLES GLEEFULLY.
HOW COULD THIS BE?
HOW COULD SOMETHING SO VILE-- SO INTRINSICALLY WRONG-- BE A HAIR'S BREADTH FROM A FINAL VICTORY?
AND WHAT OF MY CHILDREN-- WHAT HAPPENS TO THEM IF I FAIL?
CHIKT
SHKICH
HIS BODY IS BEING GROUND INTO SHARDS!
WE HAVE TO STOP THIS!
THERE IS ONLY ONE WAY TO HELP HIM, ISN'T THERE?
YES. WE MUST GO INSIDE WITH HIM.
INTO THE ASTRAL PLANE.
LINK HANDS WITH ME. I WILL TRY TO TAKE US THERE.
AND WE CAN ONLY PRAY THAT THE OTHERS PREVENT ANYONE FROM ATTACKING OUR DEFENSE-LESS BODIES...

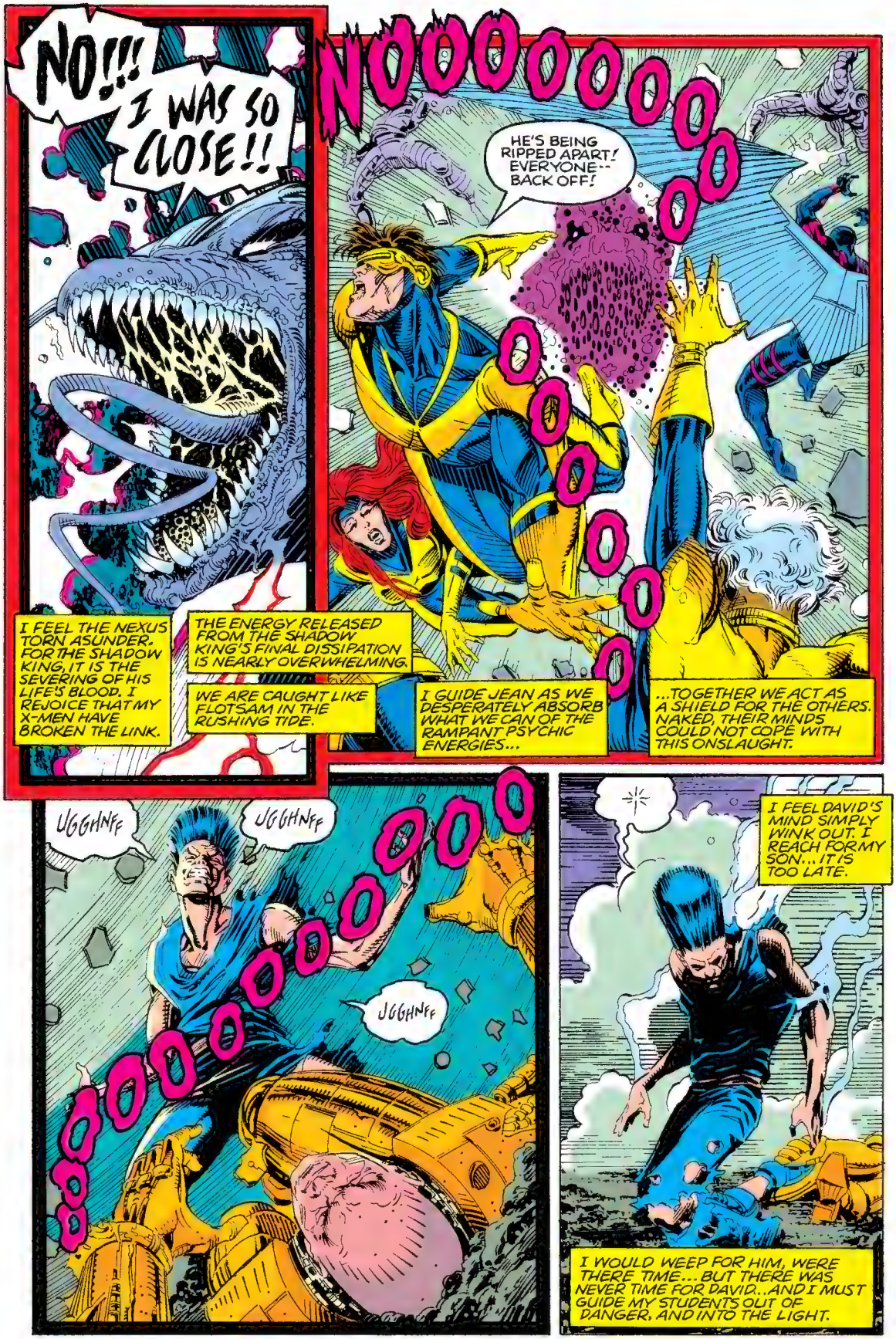

YOU ARE UNDONE, CHARLES!
Ah, WHAT A SWEET MORSEL YOU WILL BE!
PLEASE PARDON THE PUN, BEING SO CLOSE TO THE JAWS OF DEATH AS YOU ARE--
--BUT THIS WILL BE A MOMENT TO BE FOREVER CHEWED ON WHEN PAST MEALS ARE BUT DISTANT MEMORIES!
WHAT--?
SHZZKRAM!
IF YOU'LL PARDON US, DARK SOUL, IT WOULD APPEAR YOU FORGOT TO LEAVE ENOUGH ROOM FOR DESSERT!
ZARK!


AND IN THE REAL WORLD...
THERESA--COME OUT OF HIDIN', WILL YE, LASS!
'TIS OVER, SEAN, M'LUV, I'M SORRY TO SAY...
...BUT YOU WEREN'T MAN ENOUGH F'R ME!
MOIRA?!
YOU WOULDN'T--
VAKOOM!
ARRGH!
SHE WON'T !!
BOUPOUMM
YOU OKAY, IRISH?
HARDLY, FORGE, THE WOMAN I LOVE TRIED T'KILL ME!
DON'T THEY ALL AT ONE TIME OR ANOTHER...
ONE SECOND--I'M INJECTING THE NEURO-SYNAPTIC BUFFER...
I--I--SEAN--?
OCHT--SEAN, M'LUV--I FEEL--IT'S BEEN SO LONG--I--I'M SO SORRY...
HUSH, LASS. HUSH Y'RSELF. IT'S ALL RIGHT NOW.
IT'S NOT OVER YET, CASSIDY...

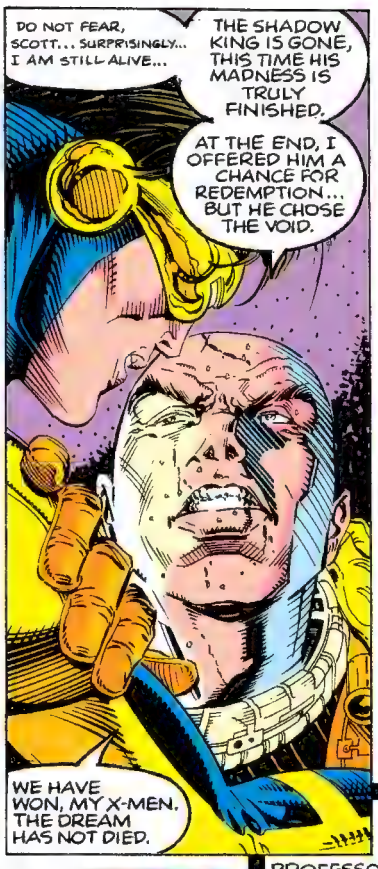

NO KIDDIN'!
DUCK, YOU DUMMIES!
SKAPOW!
--GUIDO'S ALL YOURS, BEASTIE-BOY!
GUIDO, huh?
WE MUST REALLY BE TAPPING OUT OF SILLY NAMES TO CALL OURSELVES, NO?
HOW DIVINE.
ROGUE--?!
WITH SOME HELPING HANDS--
YOU'RE ONE TO TALK-- "BEAST."
UNFORTUNATELY, WE DON'T HAVE TIME TO SHOOT THE BULL. WE HAVE TO GET TO THE NEXUS.
JUBILATION, DARLIN', COME ON OUT, NOW--
--DON'T MAKE PAPPY LOGAN MAD AT YOU, GIRL!
I AIN'T GONNA FIGHT YOU, JUBE. I COULDN'T.
YOU MEAN IT?
YOU'LL JOIN US? I WON'T HAVE TO FIGHT YOU? I REALLY DON'T WANNA, NO MATTER WHAT I'M TOLD!
I KNOW, DARLIN'.
THAT'S WHY I LIED.
SLAP!

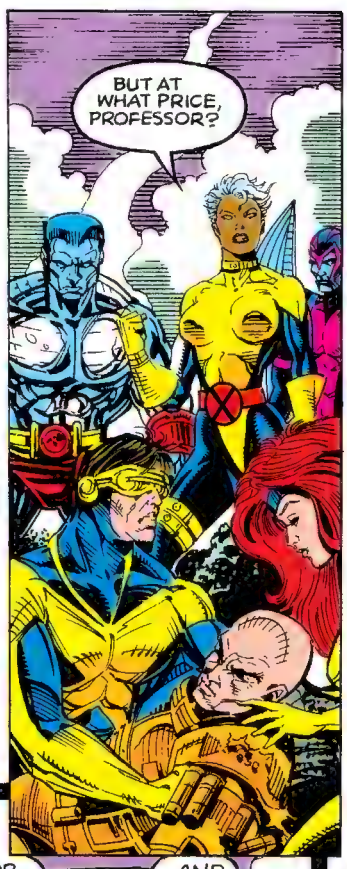

THE ARRIVAL OF THE OTHERS, IF NOT WHOLLY TURNING THE TIDE--
--HAS GIVEN ME THE CHANCE TO REGAIN MY STRENGTH OF WILL.
ALL THE PIECES ARE HERE, CHARLES.
YOUR MOST CHERISHED STUDENTS, IN YOUR HEART OF HEARTS-- ARE HERE FOR THE SLAUGHTER--
--AND BEST OF ALL, I NOW HAVE YOU IN MY GRASP--
--BOTH IN SPIRIT...
...AND IN FLESH!
IF YOUR STUDENTS TAKE ONE "STEP" CLOSER, I WILL CRUSH YOUR PHYSICAL BODY COMPLETELY.
STOP HIM...
...NO MATTER WHAT IT TAKES!


THE HEART OF THE ISLAND..
SIRYN'S DOWN, WITH A LITTLE EXTRA T.L.C. USED JUST FOR YOUR SAKE, BANSHEE.
YE HAVE MY THANKS, BOYO.
AND MINE!
ZAKKT
FOR IN DEALING WITH HER, YOU HAVE TURNED YOUR BACKS ON ME!
PSYLOCKE, LASS! YE, OF ALL PEOPLE, SURELY CAN FIGHT AGAINST THE KING'S CONTROL?!
PERHAPS I'D RATHER NOT?
WATCH HER PSYCHIC KNIFE, ONE SHOT OF THAT AN' YOUR BRAIN IS FRIED!
WE SIMPLY DO NOT HAVE TIME FOR THIS TÊTE A TÊTE, PEOPLE!
GOOD POINT, IRISH.
COME TO THINK OF IT...
...AFTER I USE THE SYNAPTIC SCRAMBLER ON PSYLOCKE...
...I CAN USE HER PSYCH-BLADE ON POLARIS!
AAEEEII!

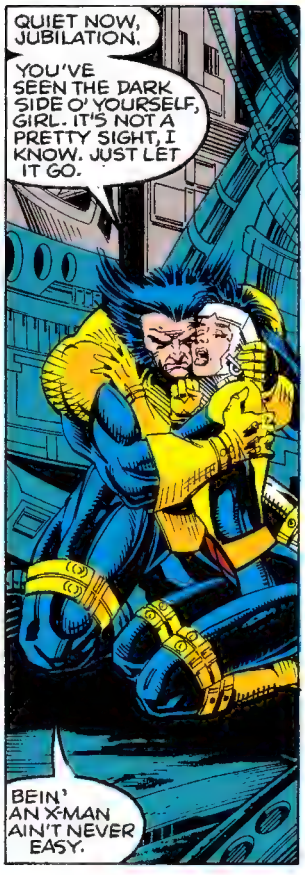

NO!!! I WAS SO CLOSE!!
I FEEL THE NEXUS TORN ASUNDER. FOR THE SHADOW KING, IT IS THE SEVERING OF HIS LIFE'S BLOOD. I REJOICE THAT MY X-MEN HAVE BROKEN THE LINK.
THE ENERGY RELEASED FROM THE SHADOW KING'S FINAL DISSIPATION IS NEARLY OVERWHELMING.
WE ARE CAUGHT LIKE FLOTSAM IN THE RUSHING TIDE.
NOOOOOOOO
HE'S BEING RIPPED APART! EVERYONE--BACK OFF!
I GUIDE JEAN AS WE DESPERATELY ABSORB WHAT WE CAN OF THE RAMPANT PSYCHIC ENERGIES...
...TOGETHER WE ACT AS A SHIELD FOR THE OTHERS. NAKED, THEIR MINDS COULD NOT COPE WITH THIS ONSLAUGHT.
UGGHNFF
UGGHNFF
UGGHNFF
I FEEL DAVID'S MIND SIMPLY WINK OUT. I REACH FOR MY SON... IT IS TOO LATE.
I WOULD WEEP FOR HIM, WERE THERE TIME... BUT THERE WAS NEVER TIME FOR DAVID...AND I MUST GUIDE MY STUDENTS OUT OF DANGER, AND INTO THE LIGHT.


WE'RE OUT!
WE'RE ALIVE! WE DID IT!
I FELT IT ALL DESTROYED! THE SHADOW KING, THE ASTRAL PLANE, EVERYTHING!
JEAN, MY GOD! THE PROFESSOR!
UGGHH


DO NOT FEAR, SCOTT... SURPRISINGLY... I AM STILL ALIVE...
THE SHADOW KING IS GONE, THIS TIME HIS MADNESS IS TRULY FINISHED.
AT THE END, I OFFERED HIM A CHANCE FOR REDEMPTION... BUT HE CHOSE THE VOID.
WE HAVE WON, MY X-MEN. THE DREAM HAS NOT DIED.


BUT AT WHAT PRICE, PROFESSOR?


IT WORKED. SONUVAGUN. PSYCH-BLADE SHORT-CIRCUITED THE NEXUS COMPLETELY.
POLARIS'S BEEN THROUGH A WRINGER -- BUT SHE'S ALIVE!
IS IT MY IMAGINATION OR DOES SHE LOOK LIKE SHE'S SHRUNK?


QUIET NOW, JUBILATION.
YOU'VE SEEN THE DARK SIDE O' YOURSELF, GIRL. IT'S NOT A PRETTY SIGHT, I KNOW. JUST LET IT GO.
BEIN' AN X-MAN AIN'T NEVER EASY.


PROFESSOR, MOIRA AND THE OTHERS...?
THEY ARE WELL. SCARRED IN SPIRIT, BUT THEY WILL RECOVER.
AND YOU, SIR?
SADLY MY FATE IS A DIFFERENT ONE. MY BACK IS SHATTERED, A PARTING GIFT FROM THE SHADOW KING.
...IT APPEARS... IF I AM EVER TO ACHIEVE MY DREAM...
...I WILL NEED ALL OF YOU...TO WALK ME THERE.
THE END, AND THE BEGINNING.


MARVEL COMICS
X-FACTOR
THE MUIR ISLAND Epilogue
© 1991 MARVEL ENT. GROUP, INC.
$1.00 US
$1.25 CAN/UK 65p
70
SEPT
02145
APPROVED BY THE COMICS CODE
AUTHORITY
DAY OF DECISION!
MIGNOLA

TRIALS AND A TALE OF TRANSITIONS BROUGHT TO YOU BY...

PETER DAVID
NEW WRITER

KIRK JARVINEN
GUEST PENCILER

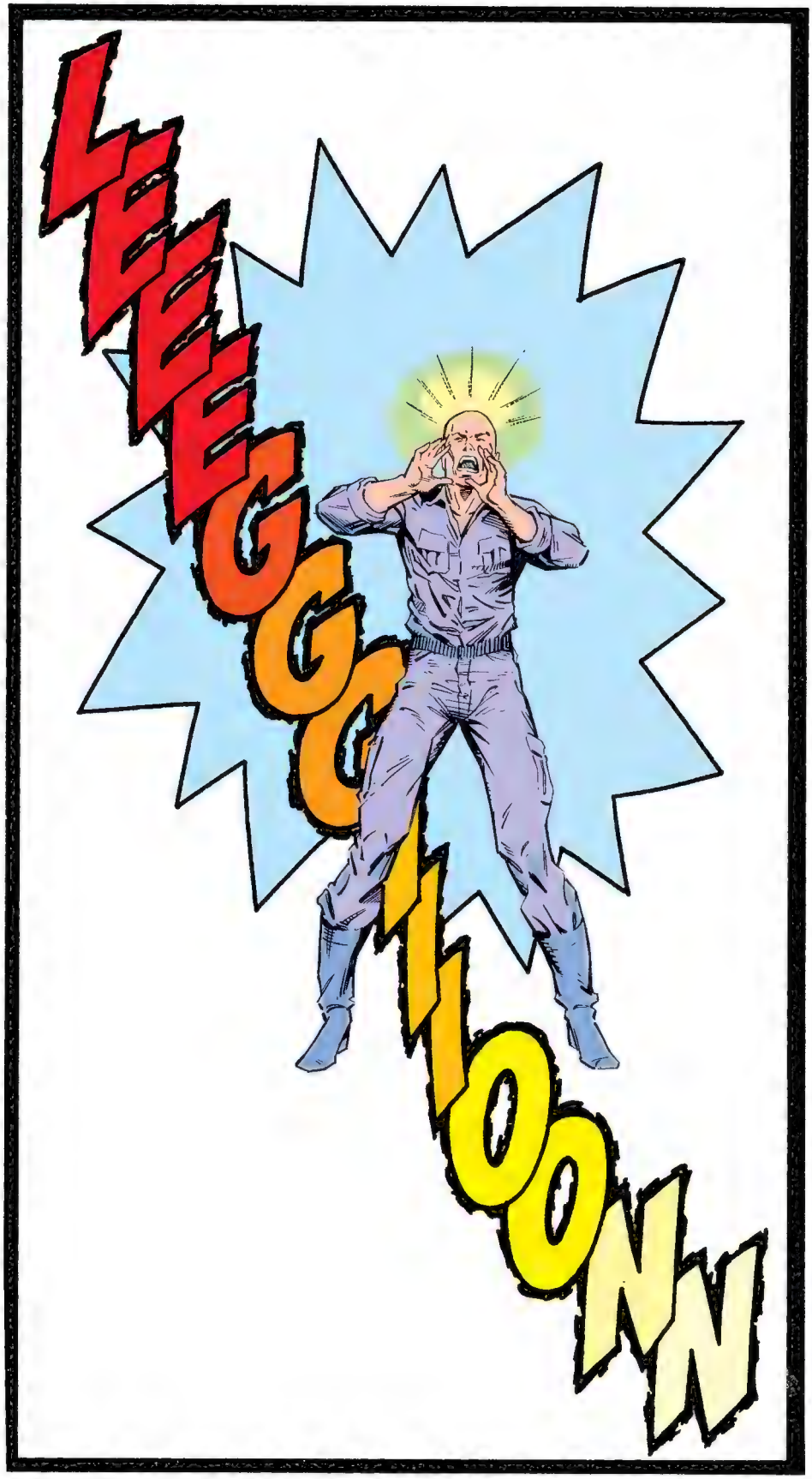
JOE RUBINSTEIN
GUEST INKER

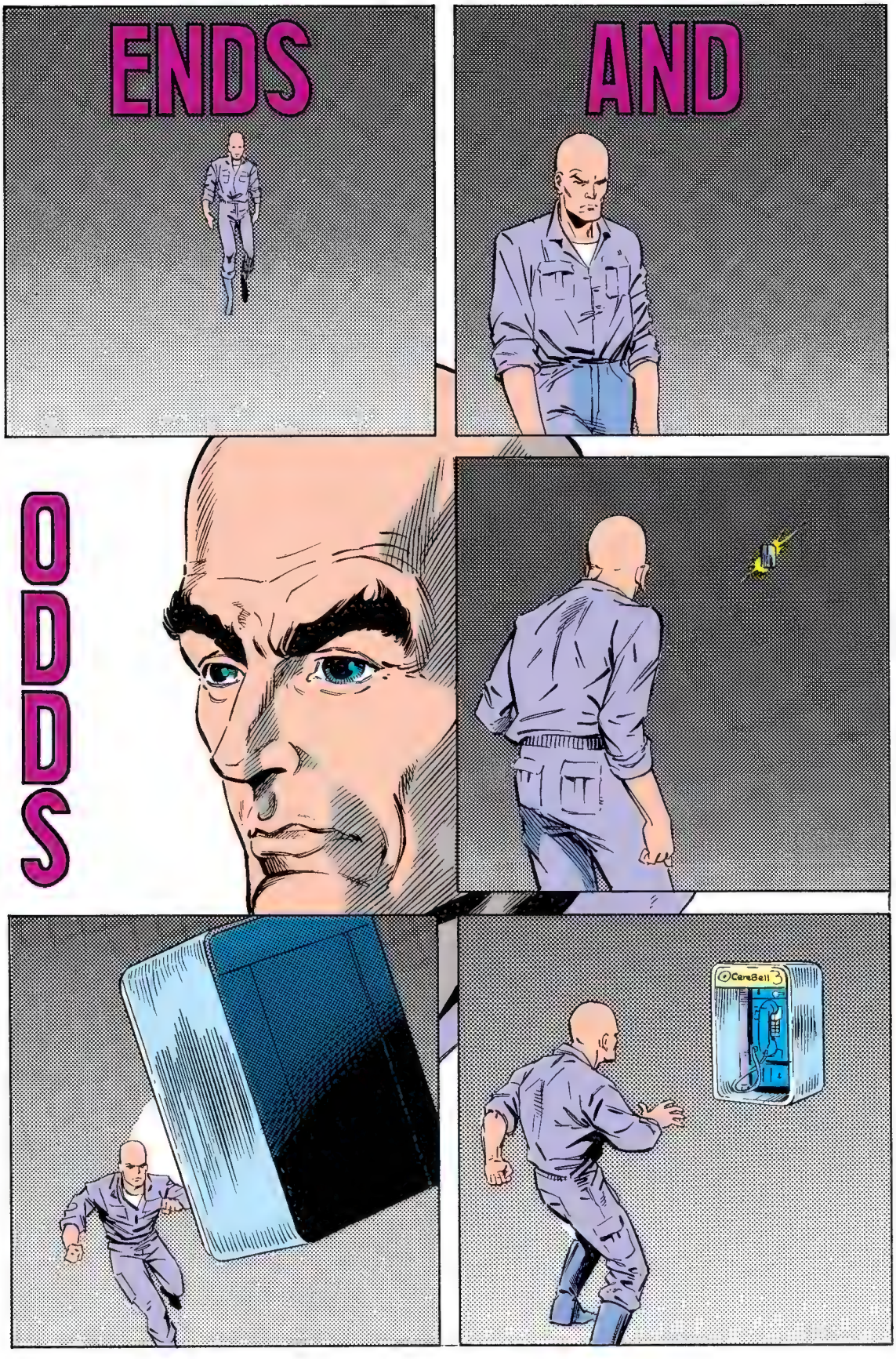
MICHAEL HEISLER
LETTERER

GLYNIS / OLIVER / STEVE BUCCELLATO
COLORISTS

BOB HARRAS
EDITOR

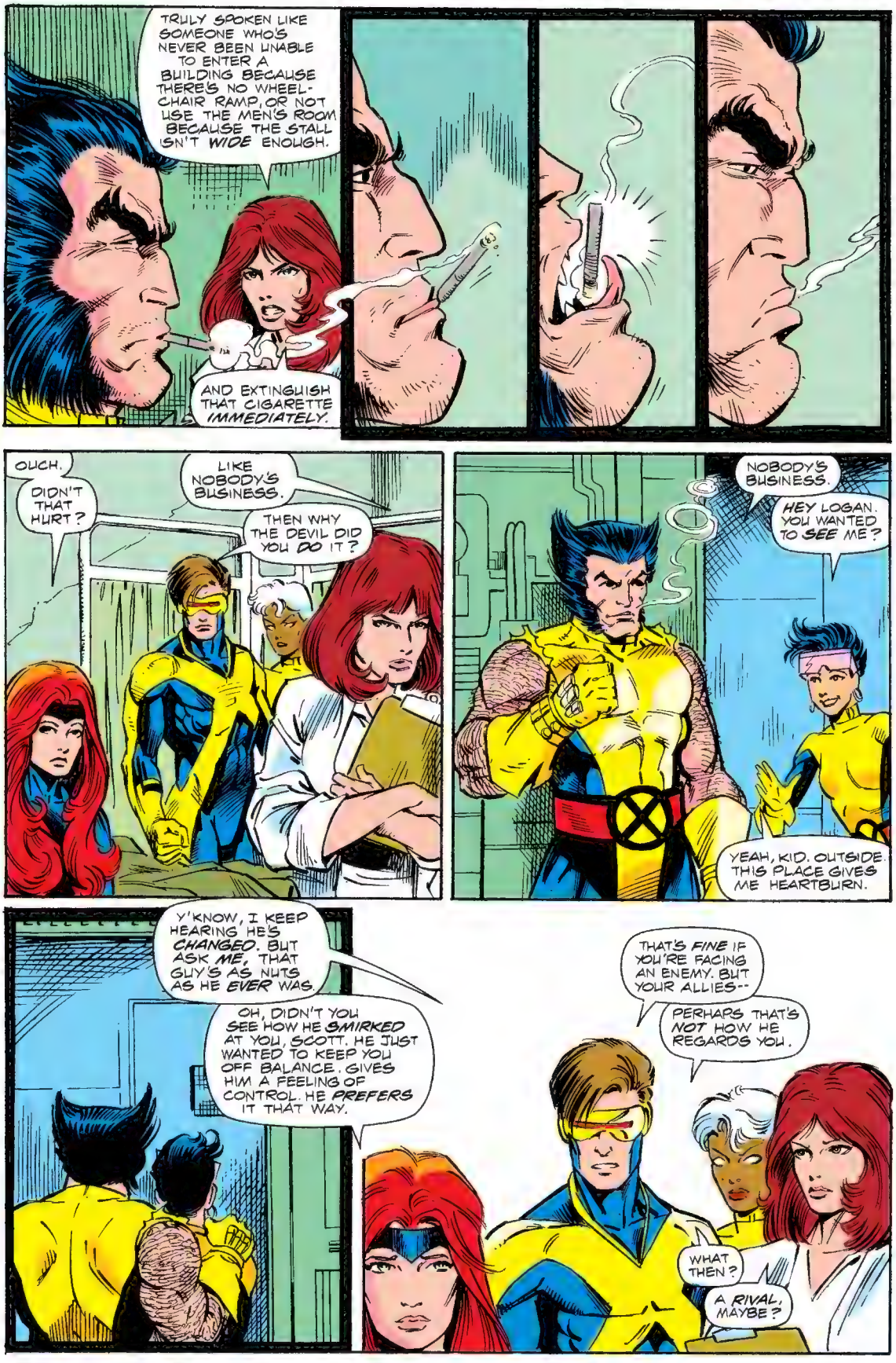
TOM DEFALCO
EDITOR IN CHIEF

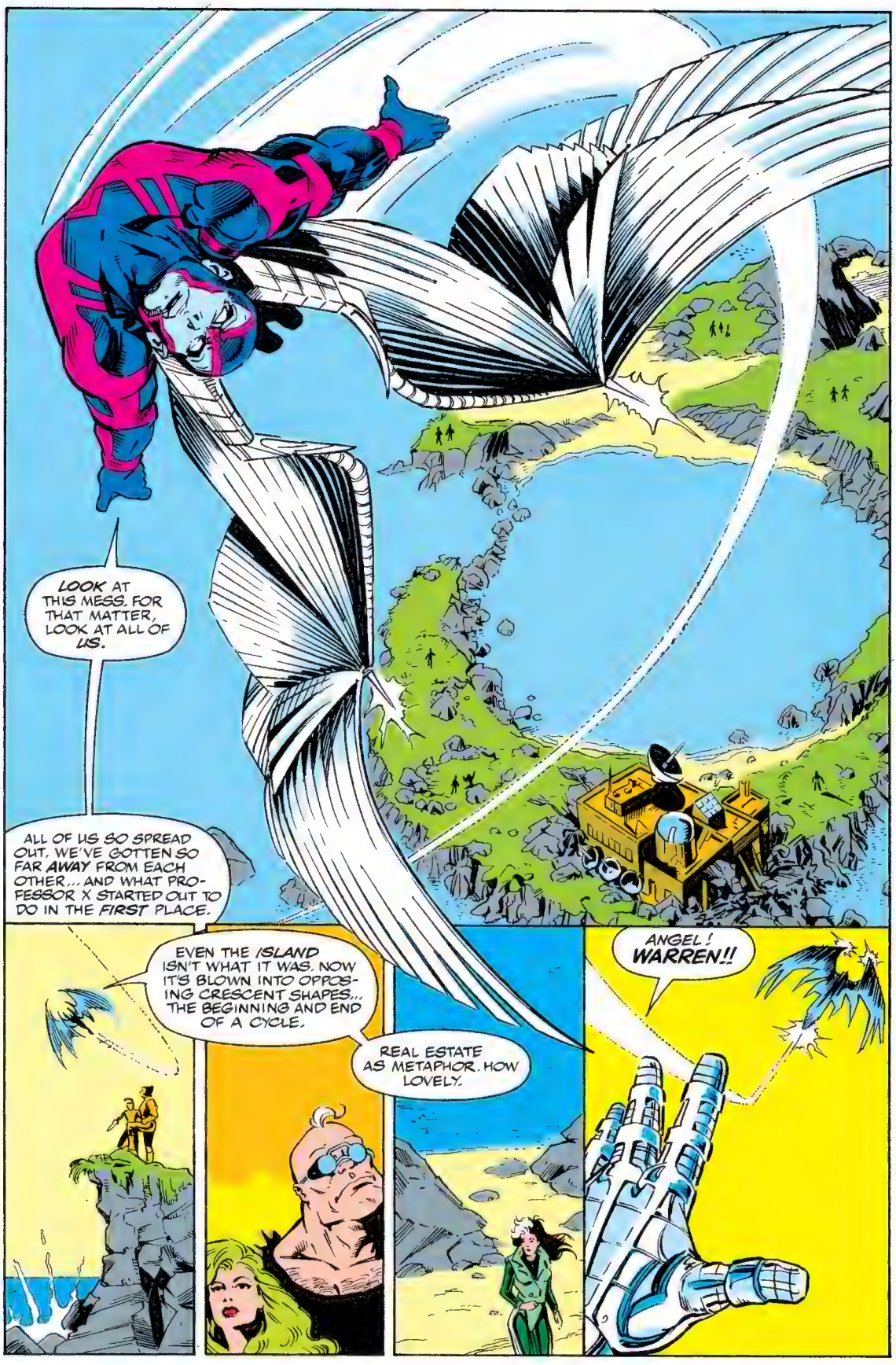

LEEGGG


ENDS
AND
ODDS
CereBell


5
TUV
8
OPER
0
HELLO. YOU'VE REACHED THE BRAIN OF DAVID HALLER.
THERE'S NO ONE HERE TO TAKE YOUR CALL RIGHT NOW.
PLEASE LEAVE A MESSAGE AND WE'LL GET BACK TO YOU. BEEEP
DAVID. DAVID, LISTEN TO ME. I KNOW YOU'RE THERE.
I KNOW YOU'RE MONITORING THIS CALL. IT'S YOUR FATHER, DAVID.
DAVID, PLEASE! LISTEN TO ME! COME BACK TO US!

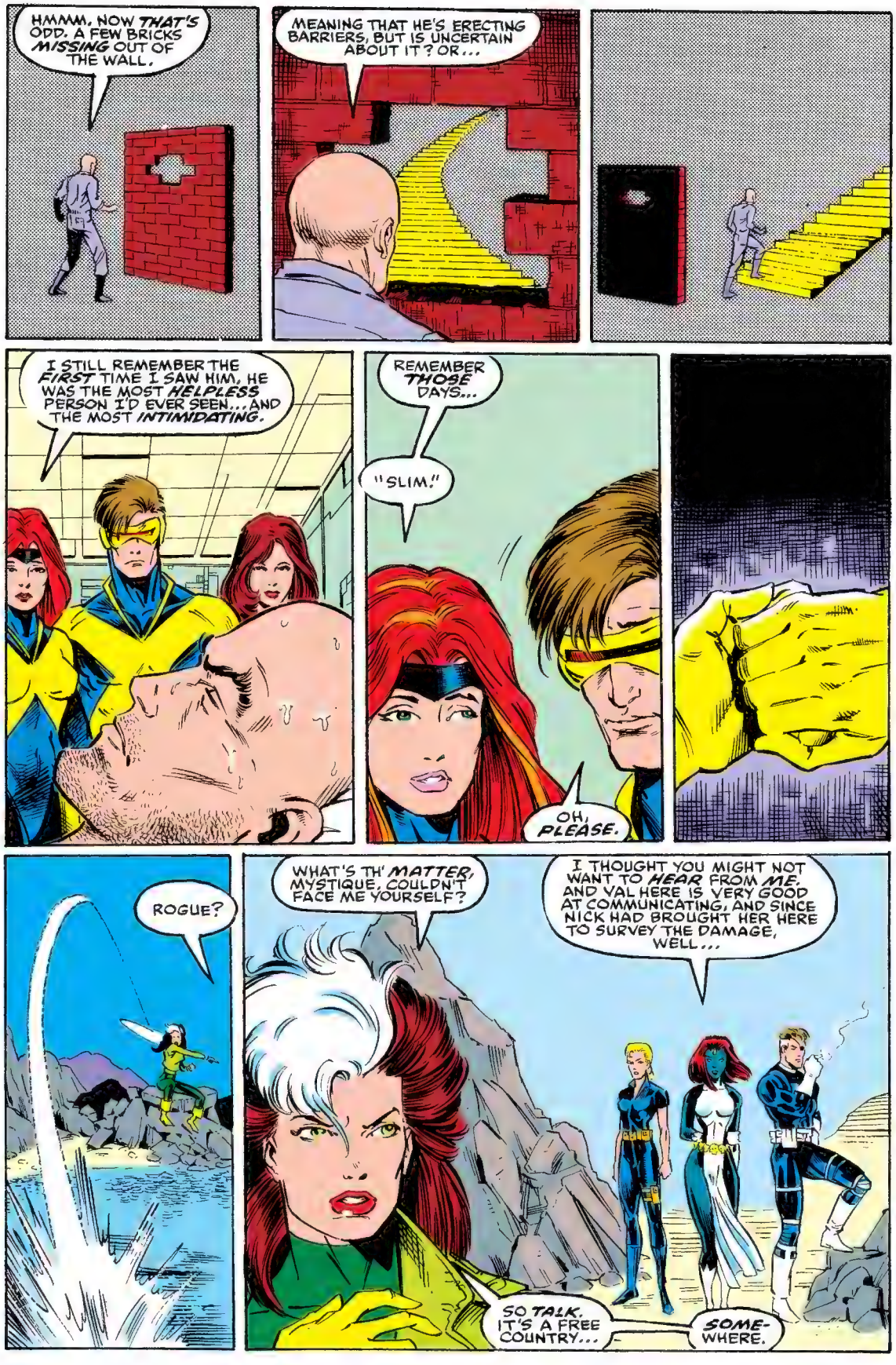

DAVID...
DAVID, COME BACK TO US...
I WISH HE WEREN'T DOING THIS. AFTER EVERYTHING THE PROFESSOR'S BEEN THROUGH...
...IT'S TOO EARLY FOR HIM TO BE SENDING HIS PSYCHIC SELF INTO DAVID.
HE'S DOING WHAT HE FEELS HE HAS TO, SCOTT. HE FEELS IF THERE'S ANY CHANCE OF SALVAGING DAVID'S MIND AFTER WHAT THE SHADOW KING DID...
HE HAS TO TAKE THAT CHANCE. IMMEDIATELY.
WHAT ABOUT WHAT THE SHADOW KING DID TO HIM, MOIRA? HIS BODY BROKEN...
GODDESS, AFTER EVERYTHING THE PROFESSOR HAS BEEN THROUGH, AND NOW, JUST LIKE THAT, HE CANNOT WALK AGAIN?
WHAT JUSTICE IS THERE IN THAT?
CHARLIE'S A TOUGH OLD BIRD.
WALKING.
NOT WALKING.
MAKES NO DIFFERENCE TO HIM.

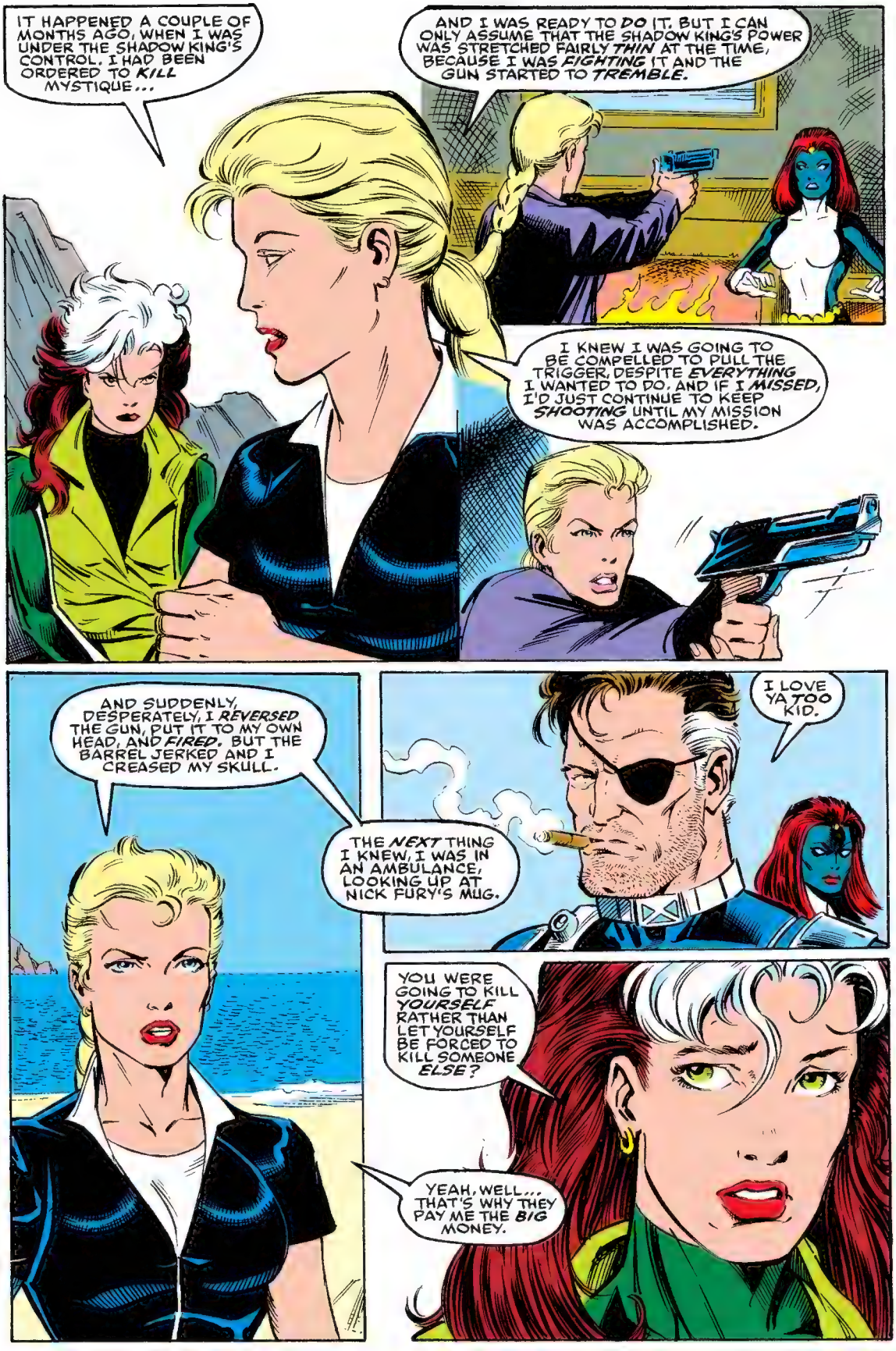

TRULY SPOKEN LIKE SOMEONE WHO'S NEVER BEEN UNABLE TO ENTER A BUILDING BECAUSE THERE'S NO WHEELCHAIR RAMP, OR NOT USE THE MEN'S ROOM BECAUSE THE STALL ISN'T WIDE ENOUGH.
AND EXTINGUISH THAT CIGARETTE IMMEDIATELY.
OUCH.
DIDN'T THAT HURT?
LIKE NOBODY'S BUSINESS.
THEN WHY THE DEVIL DID YOU DO IT?
NOBODY'S BUSINESS.
HEY LOGAN. YOU WANTED TO SEE ME?
YEAH, KID. OUTSIDE. THIS PLACE GIVES ME HEARTBURN.
Y'KNOW, I KEEP HEARING HE'S CHANGED. BUT ASK ME, THAT GUY'S AS NUTS AS HE EVER WAS.
OH, DIDN'T YOU SEE HOW HE SMIRKED AT YOU, SCOTT. HE JUST WANTED TO KEEP YOU OFF BALANCE. GIVES HIM A FEELING OF CONTROL. HE PREFERS IT THAT WAY.
THAT'S FINE IF YOU'RE FACING AN ENEMY. BUT YOUR ALLIES--
PERHAPS THAT'S NOT HOW HE REGARDS YOU.
WHAT THEN?
A RIVAL, MAYBE?

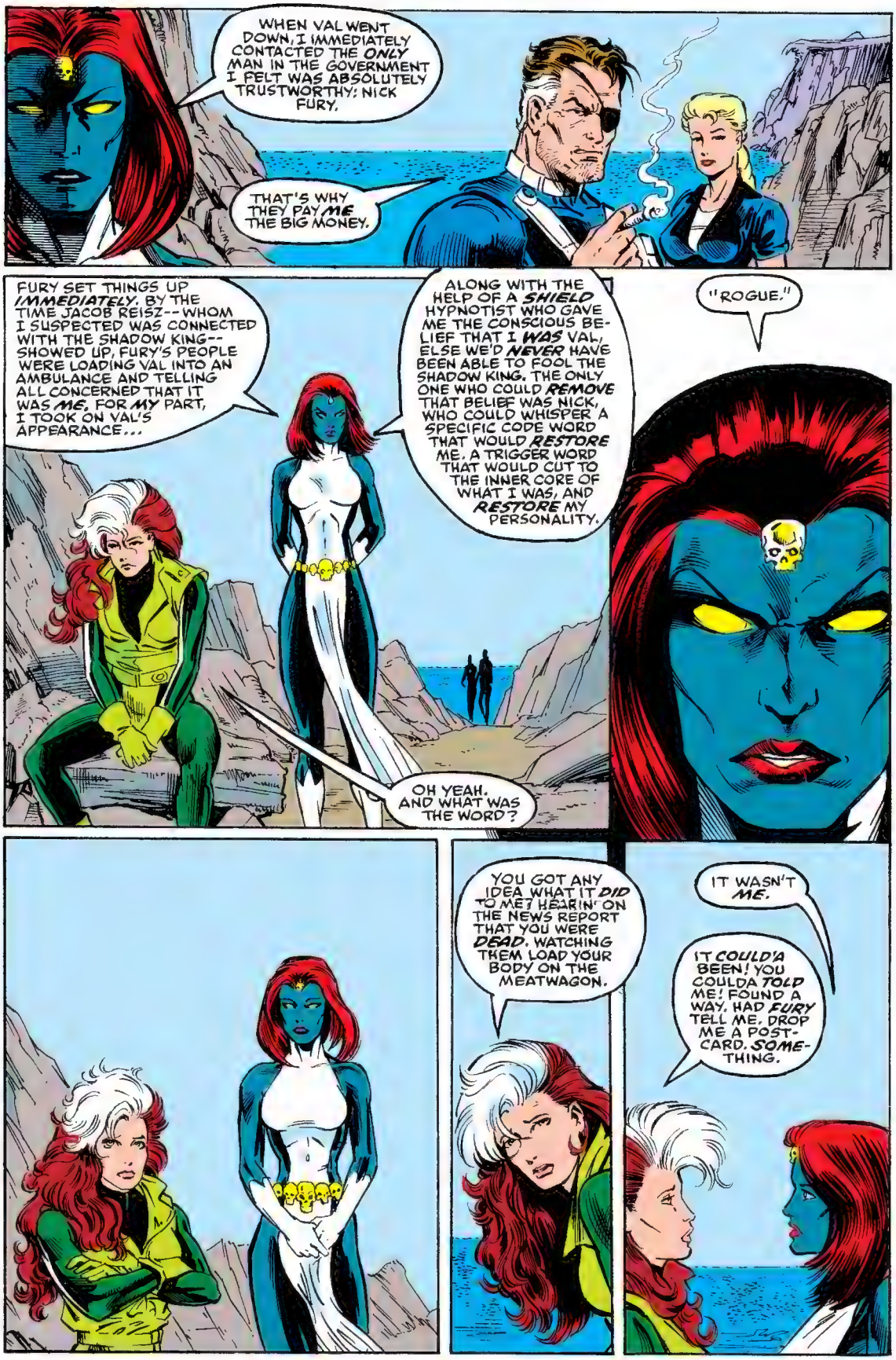

LOOK AT THIS MESS. FOR THAT MATTER, LOOK AT ALL OF US.
ALL OF US SO SPREAD OUT. WE'VE GOTTEN SO FAR AWAY FROM EACH OTHER... AND WHAT PROFESSOR X STARTED OUT TO DO IN THE FIRST PLACE.
EVEN THE ISLAND ISN'T WHAT IT WAS. NOW IT'S BLOWN INTO OPPOSING CRESCENT SHAPES... THE BEGINNING AND END OF A CYCLE.
REAL ESTATE AS METAPHOR. HOW LOVELY.
ANGEL! WARREN!!

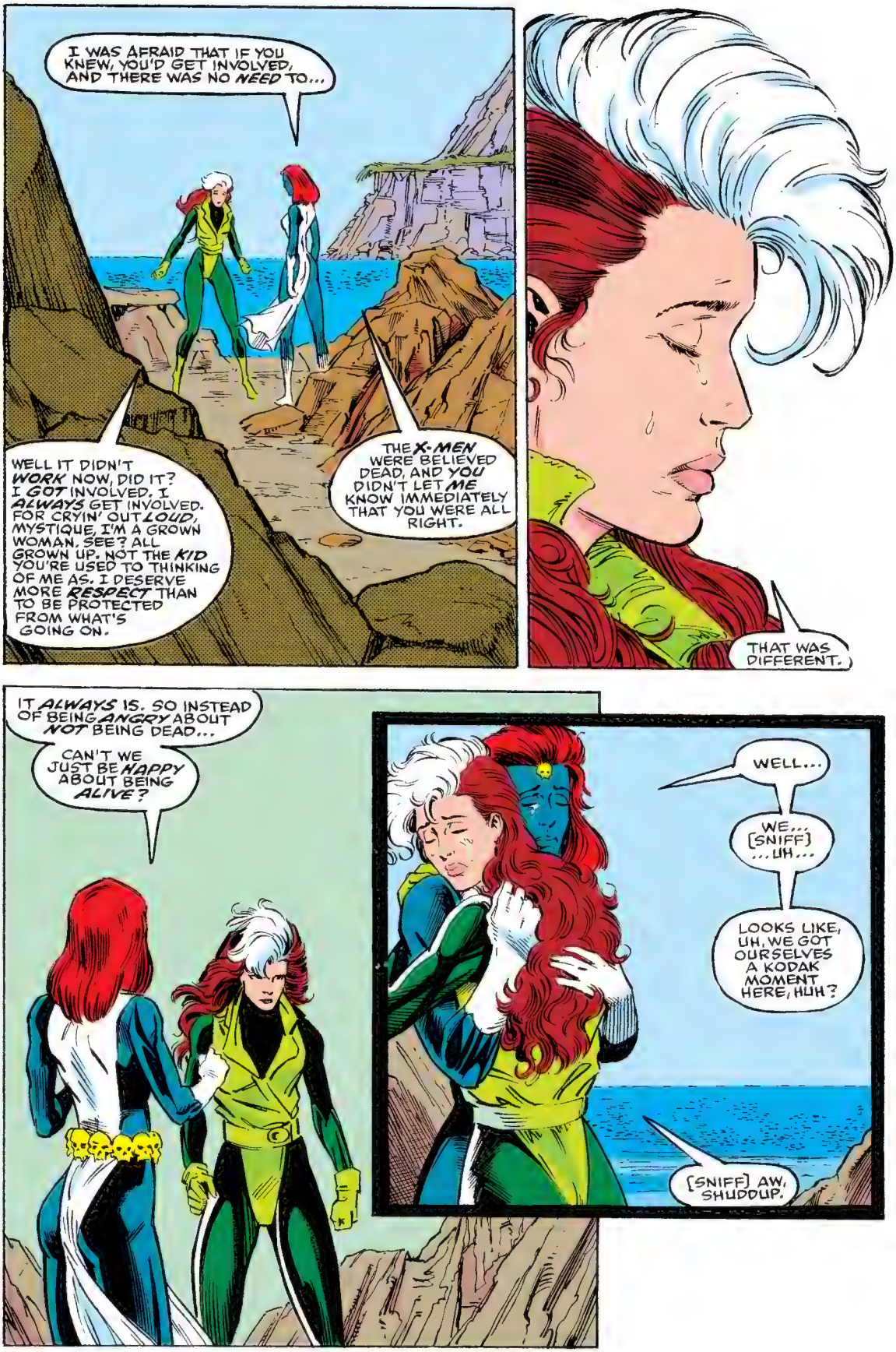

I SHOUTED TO ARCHANGEL, BUT HE DIDN'T HEAR ME.
"TURNING AND TURNING IN THE WIDENING GYRE, THE FALCON CANNOT HEAR THE FALCONER. THINGS FALL APART; THE CENTER CANNOT HOLD; MERE ANARCHY IS LOOSED UPON THE WORLD.
"THE BLOOD-DIMMED TIDE IS LOOSED AND EVERYWHERE, THE CEREMONY OF INNOCENCE IS DROWNED.
"THE BEST LACK CONVICTION, WHILE THE WORST...
"ARE FULL OF PASSIONATE INTENSITY."
For Moira Love Charles
THAT'S BY MIKHAIL LERMONTOV.
WILLIAM YEATS, ACTUALLY. "THE SECOND COMING."
OH. IT SOUNDED RUSSIAN.
SO WHAT DOES ALL THAT MEAN?
IT MEANS THAT ALL TEAMS WITH AN "X" PRECEDING THEIR NAMES BETTER GET THEIR ACT TOGETHER, FAST.


IT WILL NOT EXACTLY BE *EASY*, TOVARISCH. WHAT A *MESS* THE BATTLE WITH THE SHADOW KING LEFT US.
FORGE... *YOU'RE* THE MASTER INVENTOR. DO YOU HAVE SOME REMARKABLE DEVICE THAT CAN FACILITATE CLEANING ALL THIS UP?
AS A MATTER OF FACT, COLOSSUS... I HAVE ***JUST*** THE THING.
HERE Y'GO.
VERY FUNNY.

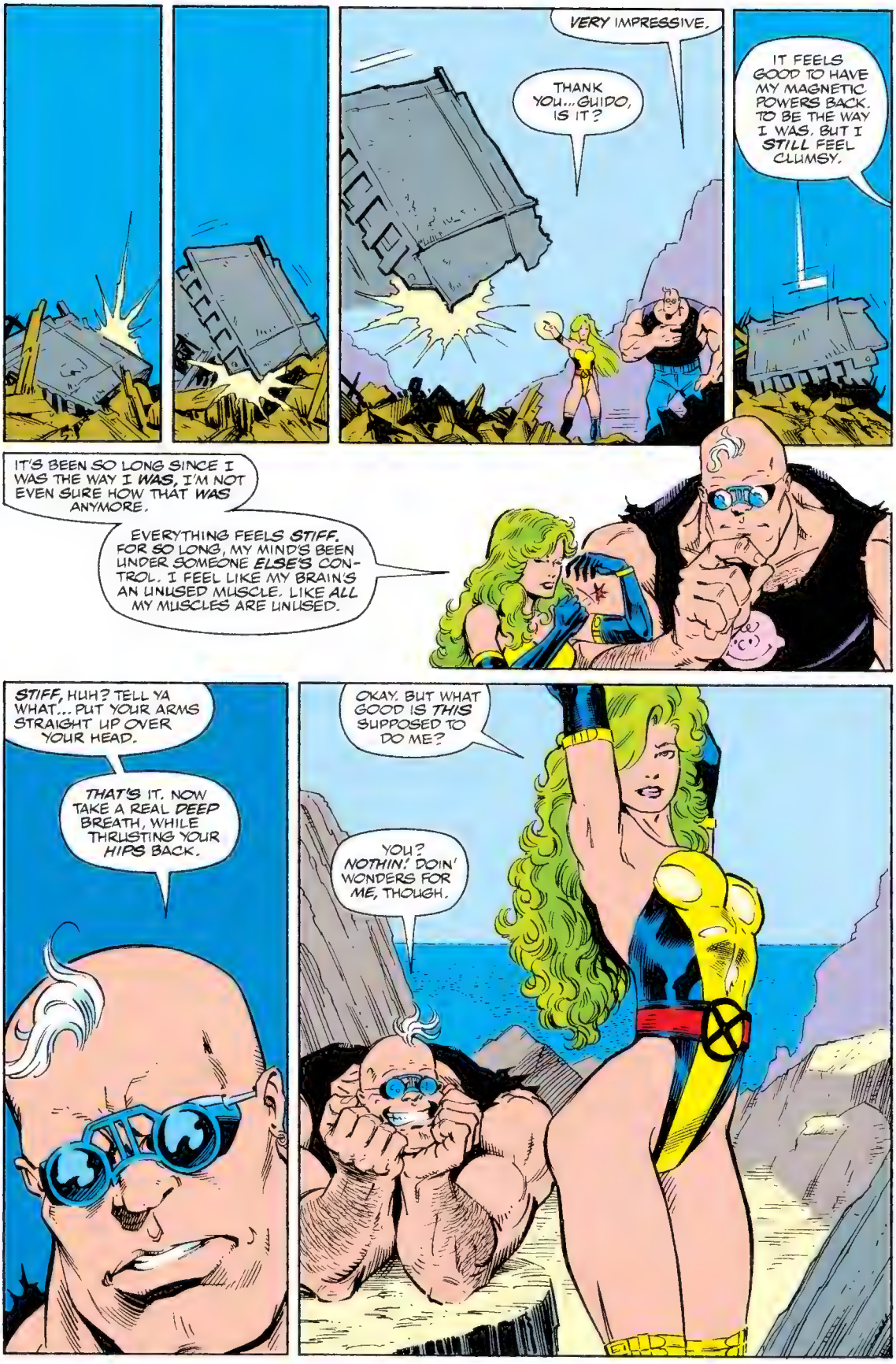

HMMM. NOW THAT'S ODD. A FEW BRICKS MISSING OUT OF THE WALL.
MEANING THAT HE'S ERECTING BARRIERS, BUT IS UNCERTAIN ABOUT IT? OR...
I STILL REMEMBER THE FIRST TIME I SAW HIM, HE WAS THE MOST HELPLESS PERSON I'D EVER SEEN... AND THE MOST INTIMIDATING.
REMEMBER THOSE DAYS...
"SLIM."
OH, PLEASE.
ROGUE?
WHAT'S TH' MATTER, MYSTIQUE, COULDN'T FACE ME YOURSELF?
I THOUGHT YOU MIGHT NOT WANT TO HEAR FROM ME. AND VAL HERE IS VERY GOOD AT COMMUNICATING, AND SINCE NICK HAD BROUGHT HER HERE TO SURVEY THE DAMAGE, WELL...
SO TALK. IT'S A FREE COUNTRY...
SOME-WHERE.

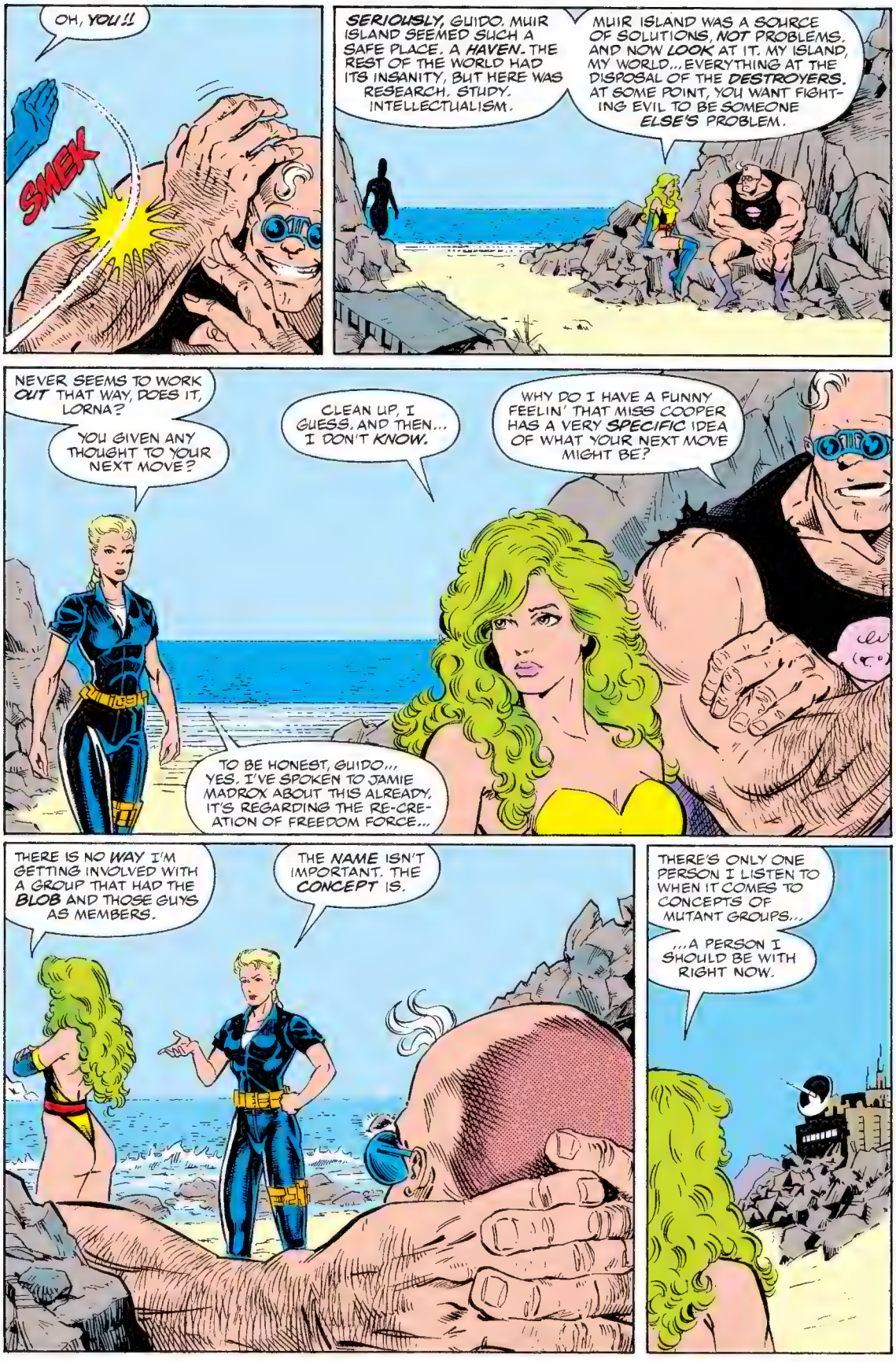

IT HAPPENED A COUPLE OF MONTHS AGO, WHEN I WAS UNDER THE SHADOW KING'S CONTROL. I HAD BEEN ORDERED TO KILL MYSTIQUE...
AND I WAS READY TO DO IT. BUT I CAN ONLY ASSUME THAT THE SHADOW KING'S POWER WAS STRETCHED FAIRLY THIN AT THE TIME, BECAUSE I WAS FIGHTING IT AND THE GUN STARTED TO TREMBLE.
I KNEW I WAS GOING TO BE COMPELLED TO PULL THE TRIGGER, DESPITE EVERYTHING I WANTED TO DO, AND IF I MISSED, I'D JUST CONTINUE TO KEEP SHOOTING UNTIL MY MISSION WAS ACCOMPLISHED.
AND SUDDENLY, DESPERATELY, I REVERSED THE GUN, PUT IT TO MY OWN HEAD, AND FIRED. BUT THE BARREL JERKED AND I CREASED MY SKULL.
THE NEXT THING I KNEW, I WAS IN AN AMBULANCE, LOOKING UP AT NICK FURY'S MUG.
I LOVE YA TOO KID.
YOU WERE GOING TO KILL YOURSELF RATHER THAN LET YOURSELF BE FORCED TO KILL SOMEONE ELSE?
YEAH, WELL... THAT'S WHY THEY PAY ME THE BIG MONEY.


WHEN VAL WENT DOWN, I IMMEDIATELY CONTACTED THE ONLY MAN IN THE GOVERNMENT I FELT WAS ABSOLUTELY TRUSTWORTHY: NICK FURY.
THAT'S WHY THEY PAY ME THE BIG MONEY.
FURY SET THINGS UP IMMEDIATELY. BY THE TIME JACOB REISZ--WHOM I SUSPECTED WAS CONNECTED WITH THE SHADOW KING--SHOWED UP, FURY'S PEOPLE WERE LOADING VAL INTO AN AMBULANCE AND TELLING ALL CONCERNED THAT IT WAS ME. FOR MY PART, I TOOK ON VAL'S APPEARANCE...
ALONG WITH THE HELP OF A SHIELD HYPNOTIST WHO GAVE ME THE CONSCIOUS BELIEF THAT I WAS VAL, ELSE WE'D NEVER HAVE BEEN ABLE TO FOOL THE SHADOW KING. THE ONLY ONE WHO COULD REMOVE THAT BELIEF WAS NICK, WHO COULD WHISPER A SPECIFIC CODE WORD THAT WOULD RESTORE ME. A TRIGGER WORD THAT WOULD CUT TO THE INNER CORE OF WHAT I WAS, AND RESTORE MY PERSONALITY.
OH YEAH. AND WHAT WAS THE WORD?
"ROGUE."
YOU GOT ANY IDEA WHAT IT DID TO ME? HEARIN' ON THE NEWS REPORT THAT YOU WERE DEAD. WATCHING THEM LOAD YOUR BODY ON THE MEATWAGON.
IT WASN'T ME.
IT COULD'A BEEN! YOU COULDA TOLD ME! FOUND A WAY. HAD FURY TELL ME. DROP ME A POST-CARD. SOMETHING.

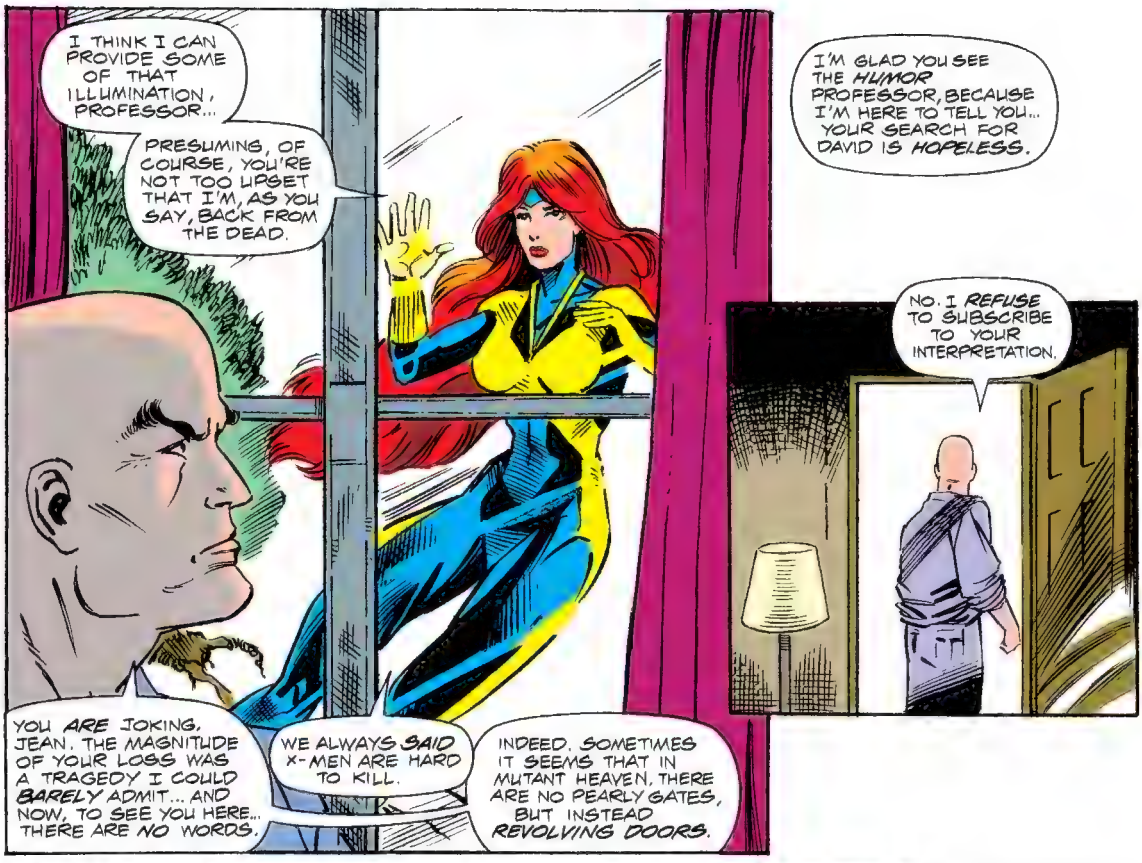

I WAS AFRAID THAT IF YOU KNEW, YOU'D GET INVOLVED, AND THERE WAS NO NEED TO...
WELL IT DIDN'T WORK NOW, DID IT? I GOT INVOLVED, I ALWAYS GET INVOLVED. FOR CRYIN' OUT LOUD, MYSTIQUE, I'M A GROWN WOMAN. SEE? ALL GROWN UP. NOT THE KID YOU'RE USED TO THINKING OF ME AS. I DESERVE MORE RESPECT THAN TO BE PROTECTED FROM WHAT'S GOING ON.
THE X-MEN WERE BELIEVED DEAD, AND YOU DIDN'T LET ME KNOW IMMEDIATELY THAT YOU WERE ALL RIGHT.
THAT WAS DIFFERENT.
IT ALWAYS IS. SO INSTEAD OF BEING ANGRY ABOUT NOT BEING DEAD...
CAN'T WE JUST BE HAPPY ABOUT BEING ALIVE?
WELL...
WE... [SNIFF] ...UH...
LOOKS LIKE, UH, WE GOT OURSELVES A KODAK MOMENT HERE, HUH?
[SNIFF] AW, SHUDDUP.

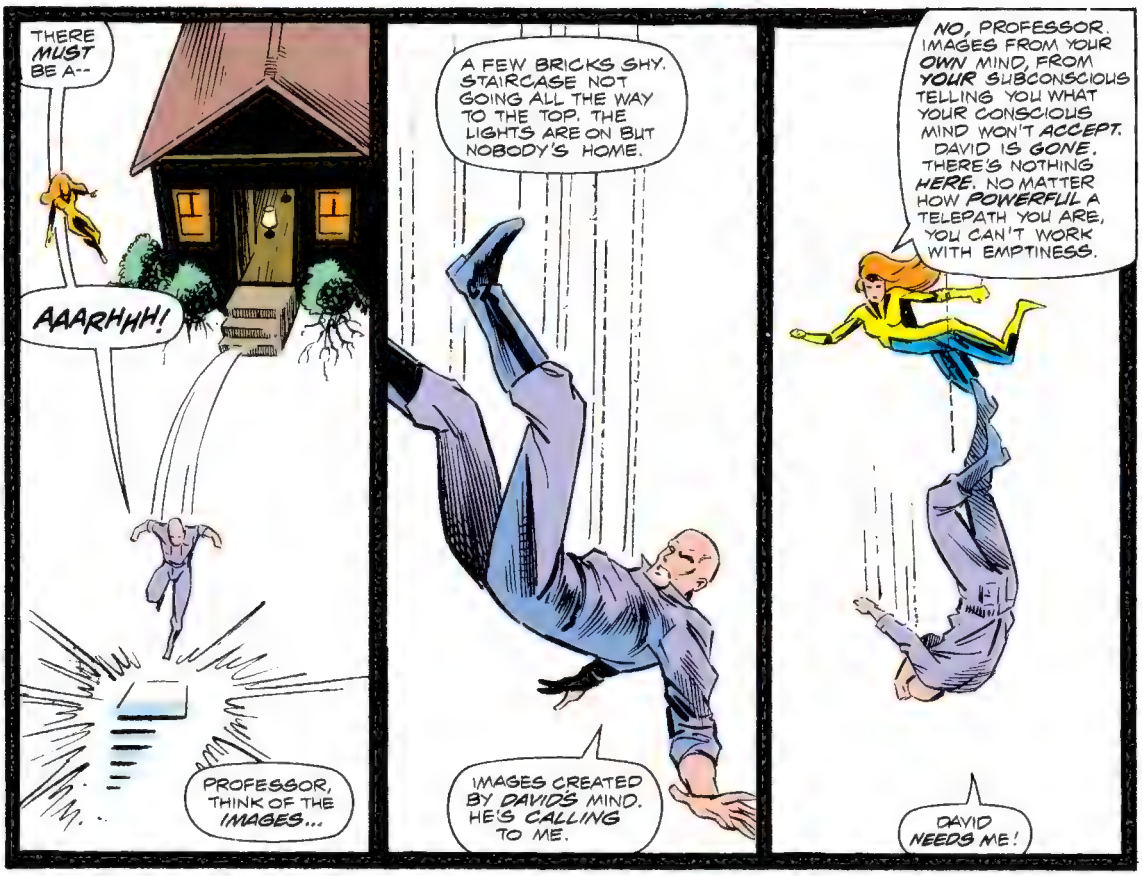

NO!!
FORGET IT! I WON'T!
UH UH! NO WAY, JOSE!
WE'RE A TEAM! LIKE BATMAN AND ROBIN!
SIEGFRIED AND ROY!
JEKYLL AND HYDE!
FUNK AND WAGNALL!
BERT AND ERNIE!
SO JUST...YOU... DROP IT!
HMM.
SHE TOOK THAT BETTER'N I THOUGHT SHE WOULD.


VERY IMPRESSIVE.
THANK YOU... GUIDO, IS IT?
IT FEELS GOOD TO HAVE MY MAGNETIC POWERS BACK. TO BE THE WAY I WAS. BUT I STILL FEEL CLUMSY.
IT'S BEEN SO LONG SINCE I WAS THE WAY I WAS, I'M NOT EVEN SURE HOW THAT WAS ANYMORE.
EVERYTHING FEELS STIFF. FOR SO LONG, MY MIND'S BEEN UNDER SOMEONE ELSE'S CONTROL. I FEEL LIKE MY BRAIN'S AN UNUSED MUSCLE. LIKE ALL MY MUSCLES ARE UNUSED.
STIFF, HUH? TELL YA WHAT... PUT YOUR ARMS STRAIGHT UP OVER YOUR HEAD.
THAT'S IT. NOW TAKE A REAL DEEP BREATH, WHILE THRUSTING YOUR HIPS BACK.
OKAY. BUT WHAT GOOD IS THIS SUPPOSED TO DO ME?
YOU? NOTHIN'! DOIN' WONDERS FOR ME, THOUGH.


OH, YOU!!
SMEK
SERIOUSLY, GUIDO. MUIR ISLAND SEEMED SUCH A SAFE PLACE. A HAVEN. THE REST OF THE WORLD HAD ITS INSANITY, BUT HERE WAS RESEARCH. STUDY. INTELLECTUALISM.
MUIR ISLAND WAS A SOURCE OF SOLUTIONS, NOT PROBLEMS, AND NOW LOOK AT IT. MY ISLAND, MY WORLD... EVERYTHING AT THE DISPOSAL OF THE DESTROYERS. AT SOME POINT, YOU WANT FIGHTING EVIL TO BE SOMEONE ELSE'S PROBLEM.
NEVER SEEMS TO WORK OUT THAT WAY, DOES IT, LORNA?
YOU GIVEN ANY THOUGHT TO YOUR NEXT MOVE?
CLEAN UP, I GUESS, AND THEN... I DON'T KNOW.
WHY DO I HAVE A FUNNY FEELIN' THAT MISS COOPER HAS A VERY SPECIFIC IDEA OF WHAT YOUR NEXT MOVE MIGHT BE?
TO BE HONEST, GUIDO... YES, I'VE SPOKEN TO JAMIE MADROX ABOUT THIS ALREADY. IT'S REGARDING THE RE-CREATION OF FREEDOM FORCE...
THERE IS NO WAY I'M GETTING INVOLVED WITH A GROUP THAT HAD THE BLOB AND THOSE GUYS AS MEMBERS.
THE NAME ISN'T IMPORTANT. THE CONCEPT IS.
THERE'S ONLY ONE PERSON I LISTEN TO WHEN IT COMES TO CONCEPTS OF MUTANT GROUPS...
...A PERSON I SHOULD BE WITH RIGHT NOW.

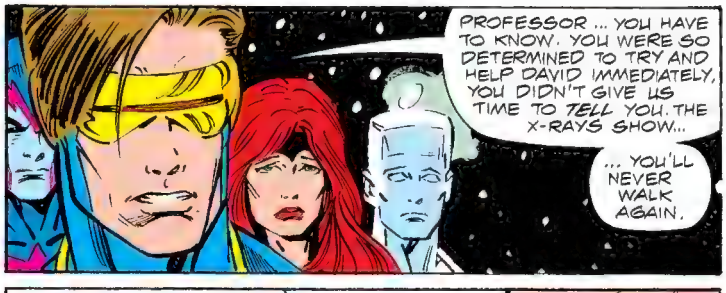

MADNESS.
ALL MADNESS.
NOTHING HERE IS AS I EXPECT IT TO BE. THEN AGAIN, WHY SHOULD THE MIND OF MY SON...
... BE ANY MORE RATIONAL THAN THE REAL WORLD OF MY SON.
I COME BACK FROM MY TIME IN SPACE, AND WHAT DO I FIND?
JEAN MIRACULOUSLY BACK FROM THE DEAD. WARREN MUTATED INTO SOMETHING BARELY RECOGNIZABLE. SCOTT IN MOURNING FOR A SON I DIDN'T KNOW HE HAD, AND WIFE THAT HE APPARENTLY NEVER DID.
IF ONLY ONE OF THESE LIT LAMPS COULD PROVIDE A FRACTION OF THE ILLUMINATION THAT I NEED.


I THINK I CAN PROVIDE SOME OF THAT ILLUMINATION, PROFESSOR...
PRESUMING, OF COURSE, YOU'RE NOT TOO UPSET THAT I'M, AS YOU SAY, BACK FROM THE DEAD.
I'M GLAD YOU SEE THE HUMOR PROFESSOR, BECAUSE I'M HERE TO TELL YOU... YOUR SEARCH FOR DAVID IS HOPELESS.
NO. I REFUSE TO SUBSCRIBE TO YOUR INTERPRETATION.
YOU ARE JOKING, JEAN. THE MAGNITUDE OF YOUR LOSS WAS A TRAGEDY I COULD BARELY ADMIT... AND NOW, TO SEE YOU HERE... THERE ARE NO WORDS.
WE ALWAYS SAID X-MEN ARE HARD TO KILL.
INDEED. SOMETIMES IT SEEMS THAT IN MUTANT HEAVEN, THERE ARE NO PEARLY GATES, BUT INSTEAD REVOLVING DOORS.

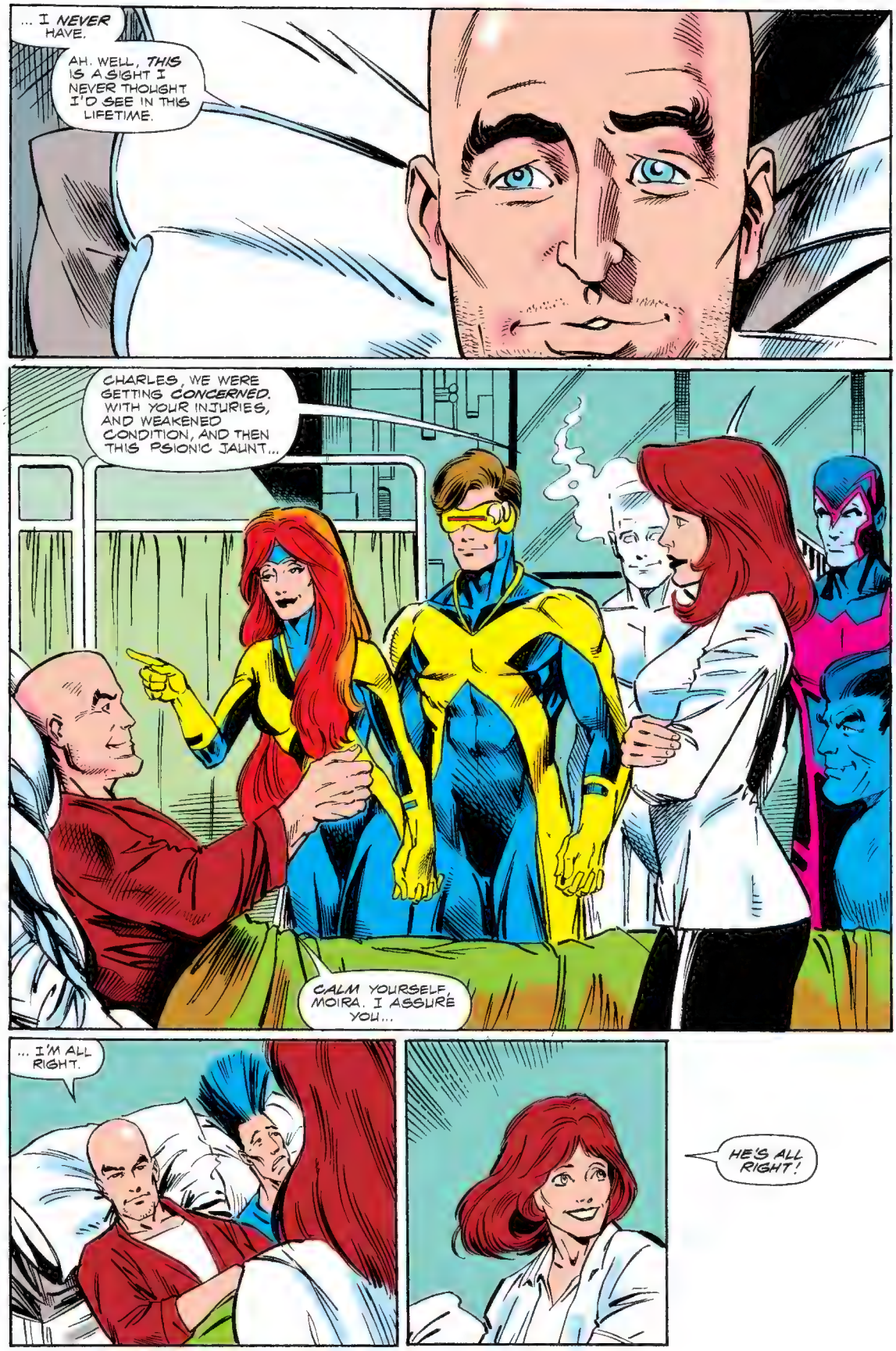

THERE MUST BE A--
AAARHHH!
PROFESSOR, THINK OF THE IMAGES...
A FEW BRICKS SHY. STAIRCASE NOT GOING ALL THE WAY TO THE TOP. THE LIGHTS ARE ON BUT NOBODY'S HOME.
IMAGES CREATED BY DAVID'S MIND. HE'S CALLING TO ME.
NO, PROFESSOR. IMAGES FROM YOUR OWN MIND, FROM YOUR SUBCONSCIOUS TELLING YOU WHAT YOUR CONSCIOUS MIND WON'T ACCEPT. DAVID IS GONE. THERE'S NOTHING HERE. NO MATTER HOW POWERFUL A TELEPATH YOU ARE, YOU CAN'T WORK WITH EMPTINESS.
DAVID NEEDS ME!


HE DOESN'T NEED YOU BECAUSE HE'S NOT HERE. BUT WE DO NEED YOU.
THE CENTER CANNOT HOLD. WITHOUT YOU PROVIDING THE VISION...
EVERYTHING IS BLURRED.
BUT WHY ME? WHY ALWAYS ME?
-- BECAUSE--
NEVER MIND, BOBBY. IT WAS RHETORICAL.
PROFESSOR, IF YOU WANT TO STOP YOUR FALL--


YOU'RE ABOUT TO INSTRUCT ME, MY DEAR, ON THE TECHNIQUES OF ASTRAL PHYSICS? ME?
YOU FORGET YOURSELF.
JUST BEING CONCERNED, PROFESSOR.
SO NOTED.


PROFESSOR ... YOU HAVE TO KNOW. YOU WERE SO DETERMINED TO TRY AND HELP DAVID IMMEDIATELY, YOU DIDN'T GIVE US TIME TO TELL YOU. THE X-RAYS SHOW...
... YOU'LL NEVER WALK AGAIN.


"NEVER," SCOTT? AND JEAN LOST HER LIFE, NEVER TO RETURN. AND WARREN LOST HIS WINGS, NEVER TO FLY AGAIN.
I DON'T BELIEVE IN NEVER, SCOTT. AND FURTHER-MORE...


... I NEVER HAVE.
AH. WELL, THIS IS A SIGHT I NEVER THOUGHT I'D SEE IN THIS LIFETIME.
CHARLES, WE WERE GETTING CONCERNED. WITH YOUR INJURIES, AND WEAKENED CONDITION, AND THEN THIS PSIONIC JAUNT...
CALM YOURSELF, MOIRA. I ASSURE YOU...
... I'M ALL RIGHT.
HE'S ALL RIGHT!


HE'S ALL RIGHT.
HE'S ALL RIGHT.
HE'S ALL RIGHT.
EEEEP!
UH... HE'S ALL RIGHT.
HE'S ALL RIGHT?
WHO'S ALL RIGHT?
HE'S ALL RIGHT
HE IS.
OH, HE IS.
HE'S ALL RIGHT.
HE'S ALL RIGHT.
HE'S ALL RIGHT.


HE'S ALL RIGHT!
HE'S ALL RIGHT!
HE'S ALL RIGHT!
HE'S ALL RIGHT!
WHO CARES?!
SHE'S HAVIN' A ROUGH DAY.
OH. WOLVIE. HE'S ALL RIGHT.
THAT'S NICE. WHO, CHARLIE OR LEGION?
UH... AH FORGOT TO ASK.
GOOD-BYE, MY SON.
HENRY... BRING ME OVER TO THE WINDOW, PLEASE.


YOU WERE CORRECT. THE CENTER CANNOT HOLD. AND SO A NEW CENTER MUST BE ESTABLISHED. MY ONLY QUESTION NOW IS...
WHAT AM I GOING TO DO WITH FOURTEEN X-MEN?
EH. BAG 'EM.

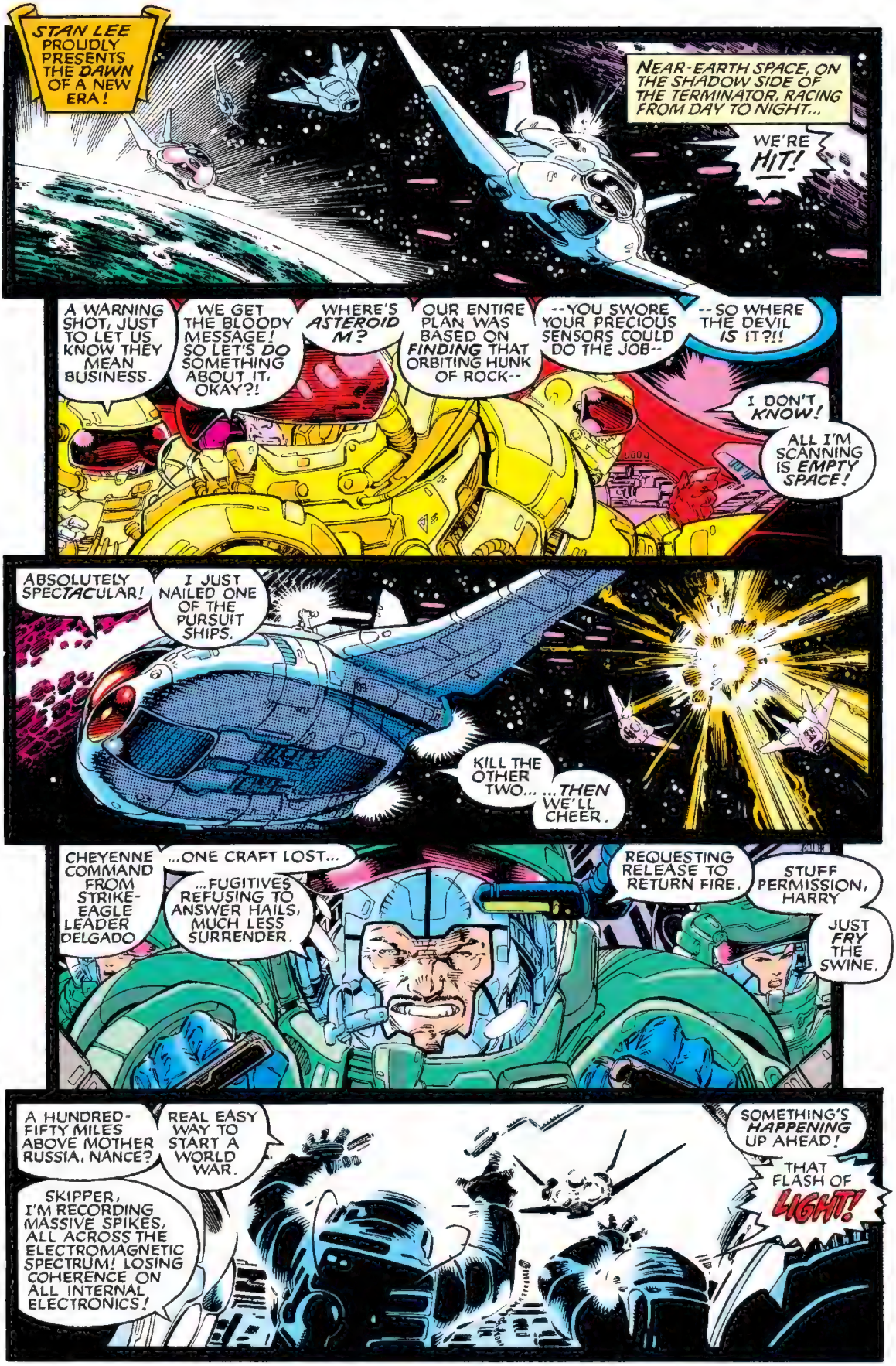

MARVEL COMICS
1ST ISSUE! A LEGEND REBORN!
X-MEN
A MUTANT MILE-STONE!
© 1991 MARVEL ENT GROUP INC
$1.50 US
$1.80 CAN / UK 80p
1
OCT
01772
APPROVED BY THE COMICS CODE
AUTHORITY


MARVEL COMICS
A MUTANT MILE-STONE !
1ST ISSUE! A LEGEND REBORN!
X-MEN
© 1991 MARVEL ENT GROUP INC
$1.50 US
$1.80 CAN/UK 80p
1
OCT
01772
APPROVED BY THE COMICS CODE
AUTHORITY


MARVEL® Comics
A MUTANT MILE-STONE!
1ST ISSUE! A LEGEND REBORN!
X-MEN®
©1991 MARVEL ENT GROUP INC
$1.50 US
$1.80 CAN/UK 80p
1
OCT
01772
APPROVED BY THE COMICS CODE AUTHORITY
JIM SCOTT


MARVEL COMICS
1ST ISSUE! A LEGEND REBORN!
A MUTANT MILE-STONE!
X-MEN
© 1991 MARVEL ENT. GROUP, INC.
$1.50 US
$1.80 CAN/UK 80p
1
OCT
01772
APPROVED BY THE COMICS CODE
AUTHORITY


$3.95 US
$4.75 CAN
£2.10 UK
1
OCT
MARVEL COMICS
X-MEN


STAN LEE PROUDLY PRESENTS THE DAWN OF A NEW ERA!
NEAR-EARTH SPACE, ON THE SHADOW SIDE OF THE TERMINATOR, RACING FROM DAY TO NIGHT...
WE'RE HIT!
A WARNING SHOT, JUST TO LET US KNOW THEY MEAN BUSINESS.
WE GET THE BLOODY MESSAGE! SO LET'S DO SOMETHING ABOUT IT, OKAY?!
WHERE'S ASTEROID M?
OUR ENTIRE PLAN WAS BASED ON FINDING THAT ORBITING HUNK OF ROCK--
--YOU SWORE YOUR PRECIOUS SENSORS COULD DO THE JOB--
--SO WHERE THE DEVIL IS IT?!!
I DON'T KNOW!
ALL I'M SCANNING IS EMPTY SPACE!
ABSOLUTELY SPECTACULAR!
I JUST NAILED ONE OF THE PURSUIT SHIPS.
KILL THE OTHER TWO...
...THEN WE'LL CHEER.
CHEYENNE COMMAND FROM STRIKE-EAGLE LEADER DELGADO
...ONE CRAFT LOST...
...FUGITIVES REFUSING TO ANSWER HAILS, MUCH LESS SURRENDER.
REQUESTING RELEASE TO RETURN FIRE.
STUFF PERMISSION, HARRY
JUST FRY THE SWINE.
A HUNDRED-FIFTY MILES ABOVE MOTHER RUSSIA, NANCE?
REAL EASY WAY TO START A WORLD WAR.
SKIPPER, I'M RECORDING MASSIVE SPIKES, ALL ACROSS THE ELECTROMAGNETIC SPECTRUM! LOSING COHERENCE ON ALL INTERNAL ELECTRONICS!
SOMETHING'S HAPPENING UP AHEAD!
THAT FLASH OF LIGHT!

I AM MAGNETO!

THIS IS MY HOME.

I AM RAPIDLY LOSING INTEREST IN WHATEVER YOU CHOOSE TO DO ON THE EARTH'S SURFACE-- DESPOIL THE ENVIRONMENT, SLAUGHTER YOURSELVES TO THE LAST CHILD, I NO LONGER CARE--

-- BUT I REFUSE TO ALLOW YOU TO EXPORT YOUR PENCHANT FOR VIOLENCE TO MY VERY DOORSTEP.

SCOTT WILLIAMS
INKER

TOM ORZECHOWSKI
LETTERER

JOE ROSAS
COLORIST

SUZANNE GAFFNEY
ASS'T. EDITOR

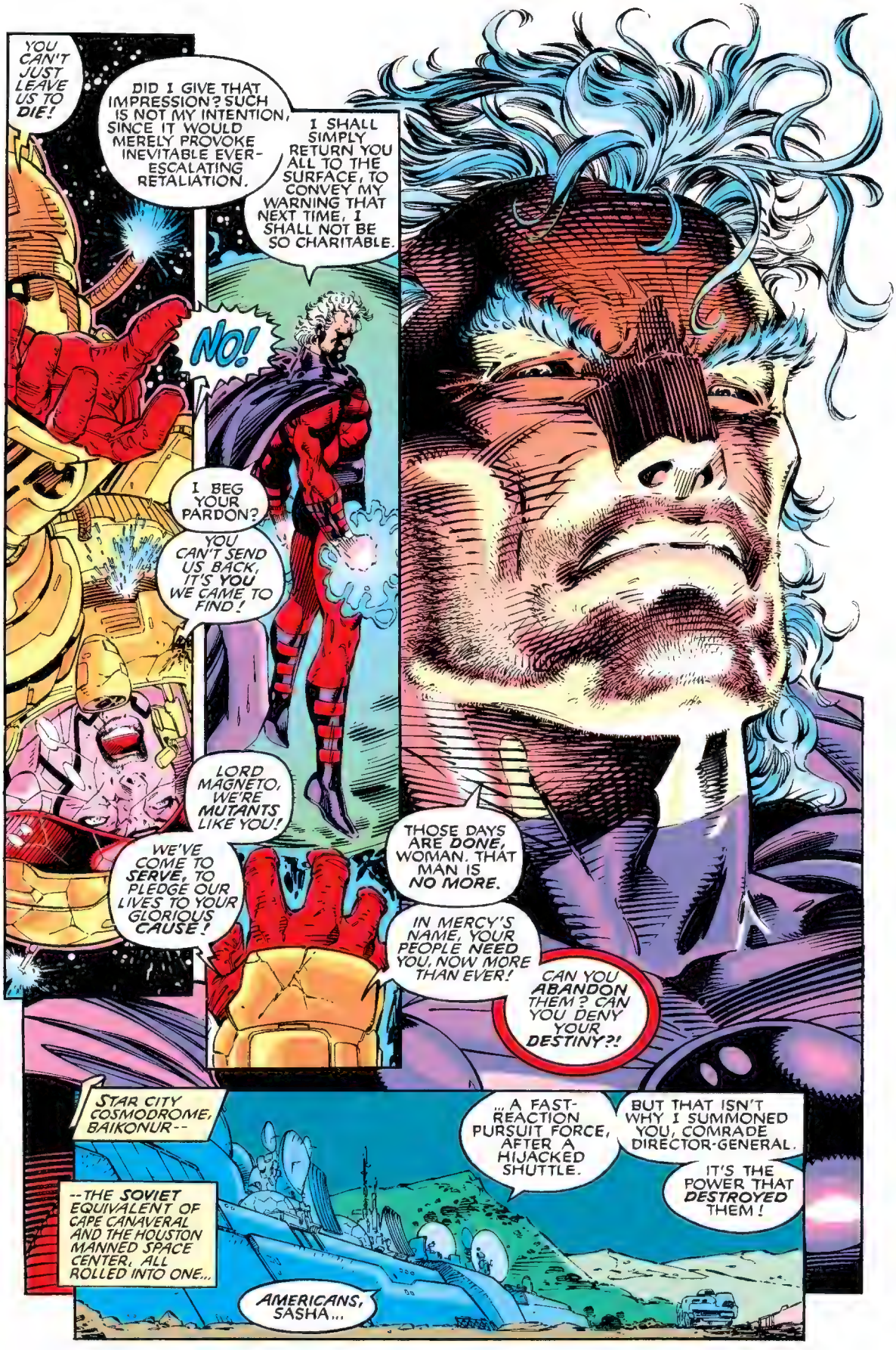
BOB HARRAS
EDITOR

TOM DeFALCO
EDITOR IN CHIEF

X-MEN:

RUBICON

By CHRIS CLAREMONT and JIM LEE
WRITER • CO-PLOTTERS • PENCILER


YOU CAN'T JUST LEAVE US TO DIE!
DID I GIVE THAT IMPRESSION? SUCH IS NOT MY INTENTION, SINCE IT WOULD MERELY PROVOKE INEVITABLE EVER-ESCALATING RETALIATION.
I SHALL SIMPLY RETURN YOU ALL TO THE SURFACE, TO CONVEY MY WARNING THAT NEXT TIME, I SHALL NOT BE SO CHARITABLE.
NO!
I BEG YOUR PARDON?
YOU CAN'T SEND US BACK, IT'S YOU WE CAME TO FIND!
LORD MAGNETO, WE'RE MUTANTS LIKE YOU!
WE'VE COME TO SERVE, TO PLEDGE OUR LIVES TO YOUR GLORIOUS CAUSE!
THOSE DAYS ARE DONE, WOMAN. THAT MAN IS NO MORE.
IN MERCY'S NAME, YOUR PEOPLE NEED YOU, NOW MORE THAN EVER!
CAN YOU ABANDON THEM? CAN YOU DENY YOUR DESTINY?!
STAR CITY COSMODROME, BAIKONUR--
--THE SOVIET EQUIVALENT OF CAPE CANAVERAL AND THE HOUSTON MANNED SPACE CENTER, ALL ROLLED INTO ONE...
AMERICANS, SASHA...
...A FAST-REACTION PURSUIT FORCE, AFTER A HIJACKED SHUTTLE.
BUT THAT ISN'T WHY I SUMMONED YOU, COMRADE DIRECTOR-GENERAL.
IT'S THE POWER THAT DESTROYED THEM!


YOU'RE CERTAIN?
ASTEROID M WAS REPORTED DESTROYED SOME TIME AGO...
...BUT THERE'S NOTHING TO PRECLUDE HIS BUILDING ANOTHER TO REPLACE IT.
AND YES, COMRADE DIRECTOR-GENERAL, WE ARE QUITE CERTAIN.
THE ENERGY SIGNATURES ARE UN-MISTAKABLE. AND, IF ANYTHING, FAR STRONGER THAN EVER PREVIOUSLY RECORDED.
IT IS MAGNETO.
AND, IMPOSSIBLE AS IT SOUNDS, HE IS MAINTAINING THAT ACCURSED ROCK IN A SYNCHRO-NOUS ORBIT...
...TWO HUNDRED AND FIFTY KILOMETERS ABOVE OUR HEADS.
WE HAVE NO CHOICE THEN.
NOTIFY MOSCOW AND WASHING-TON.
WE ARE INITIATING STAGE ONE OF THE MAGNETO PROTOCOLS.
A PRUDENT MOVE, IN MY ESTIMATION, COLONEL FURY.
WERE ASTEROID M OVER OUR HEADS, I'D BE INCLINED TO DO THE SAME.
ESPECIALLY SINCE THOSE WERE AMERICAN SHUTTLES HE DESTROYED.
IT'S MY UNDERSTANDING, IN FACT, THAT THE TERRORISTS WHO HIJACKED OUR VEHICLE...
...LOOK TO HIM AS THEIR INSPIRATION.
SUPPOSE HE MAKES THEIR CAUSE HIS OWN?
IF THE SOVIETS ACT LIKE HOTHEADS, MISTER PRESIDENT...
...THEY COULD MAKE THINGS WORSE.
YOU HAVE AN ALTERNATIVE?

FORTY MILES NORTH OF NEW YORK CITY, JUST SHY OF THE CONNECTICUT BORDER, A COUPLE OF MILES DOWN GRAYMALKIN LANE FROM THE TOWN OF SALEM CENTER...

...ON THE GROUNDS OF AN ESTATE THAT PREDATES THE REVOLUTIONARY WAR (WHEN THIS COULD STILL BE CALLED "INDIAN COUNTRY")...

...STANDS PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS.

A VERY SPECIAL SCHOOL.

FOR VERY SPECIAL PEOPLE.

BETTER KNOWN TO THE WORLD AT LARGE AS THE X-MEN.

PART OF WHAT MAKES THEM SPECIAL IS THAT THEY'RE MUTANTS...

...BORN WITH PARANORMAL ABILITIES THAT SET THEM APART FROM THE GENERAL RUN OF HUMANITY.

AND PART IS WHAT THEY CHOOSE TO DO WITH THOSE POWERS.

ASSAULT GROUP "A" ON-SCREEN, CYCLOPS--

--CONSISTING OF ROGUE, ICEMAN, ARCHANGEL AND COLOSSUS.

THANKS, BEAST.

FORGE, HOW ABOUT YOUR DEFENSIVE SYSTEMS?

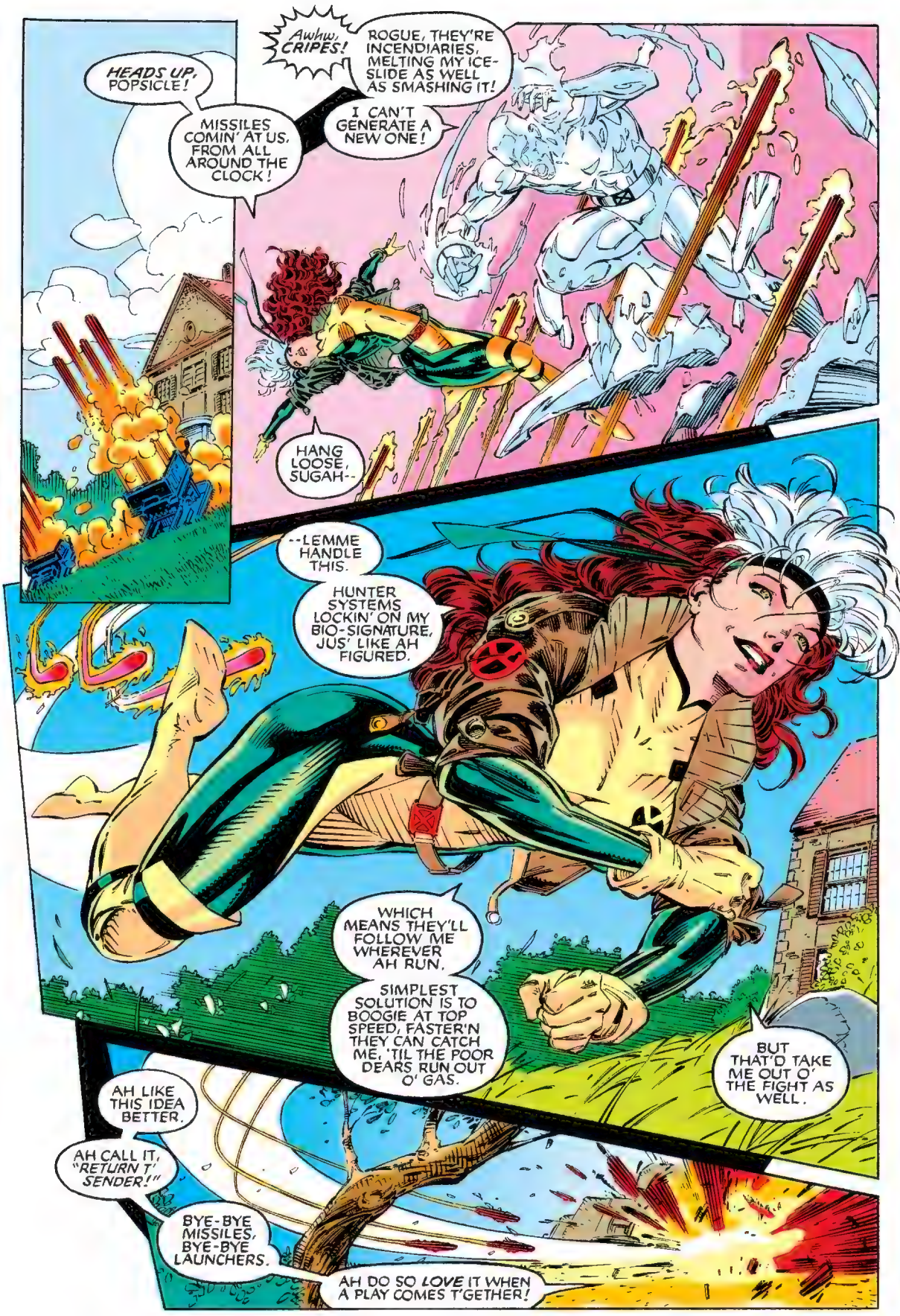
READY TO ROCK-'N'-ROLL, CYKE.

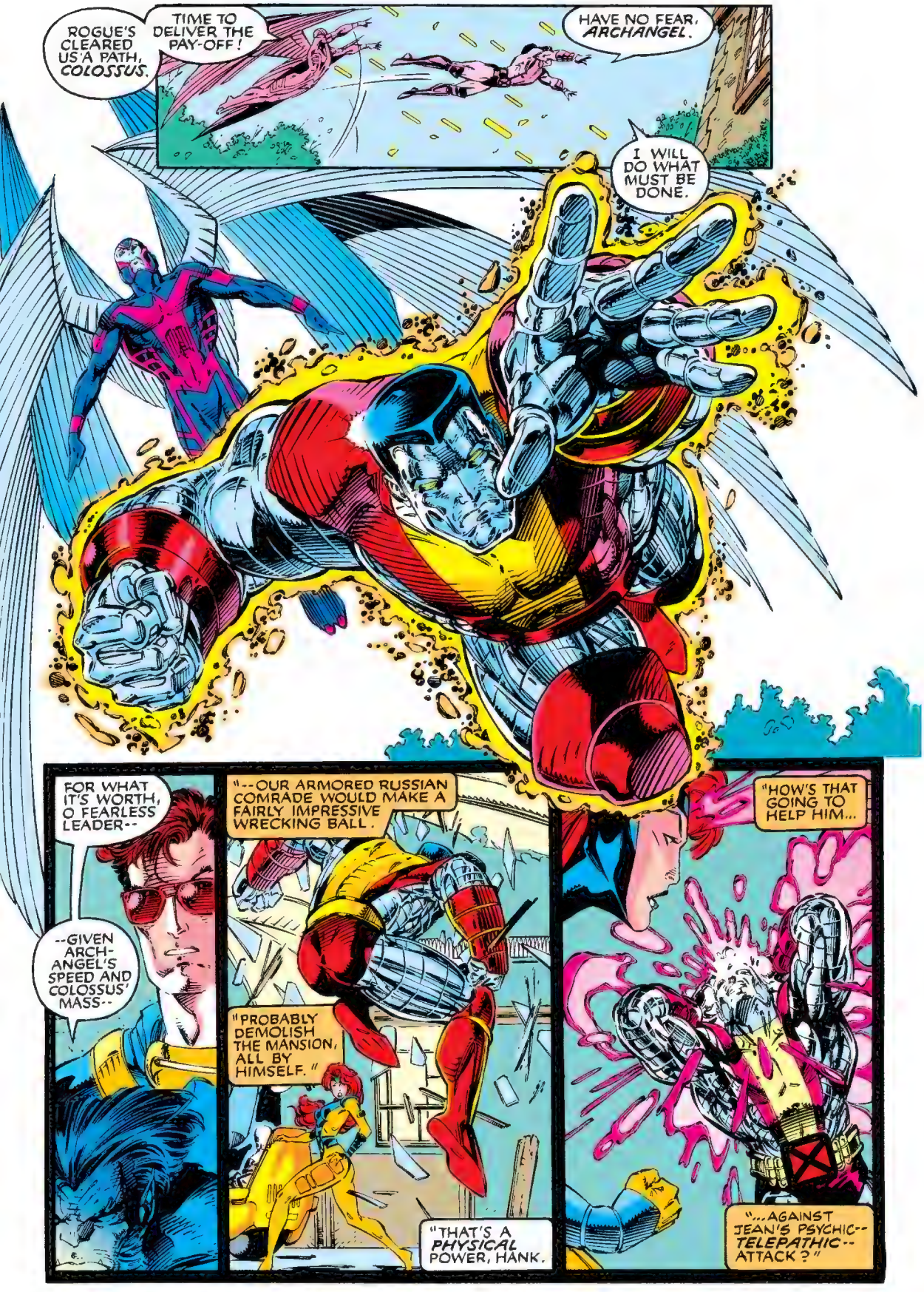
THEY CAN HIT US ANYTIME.

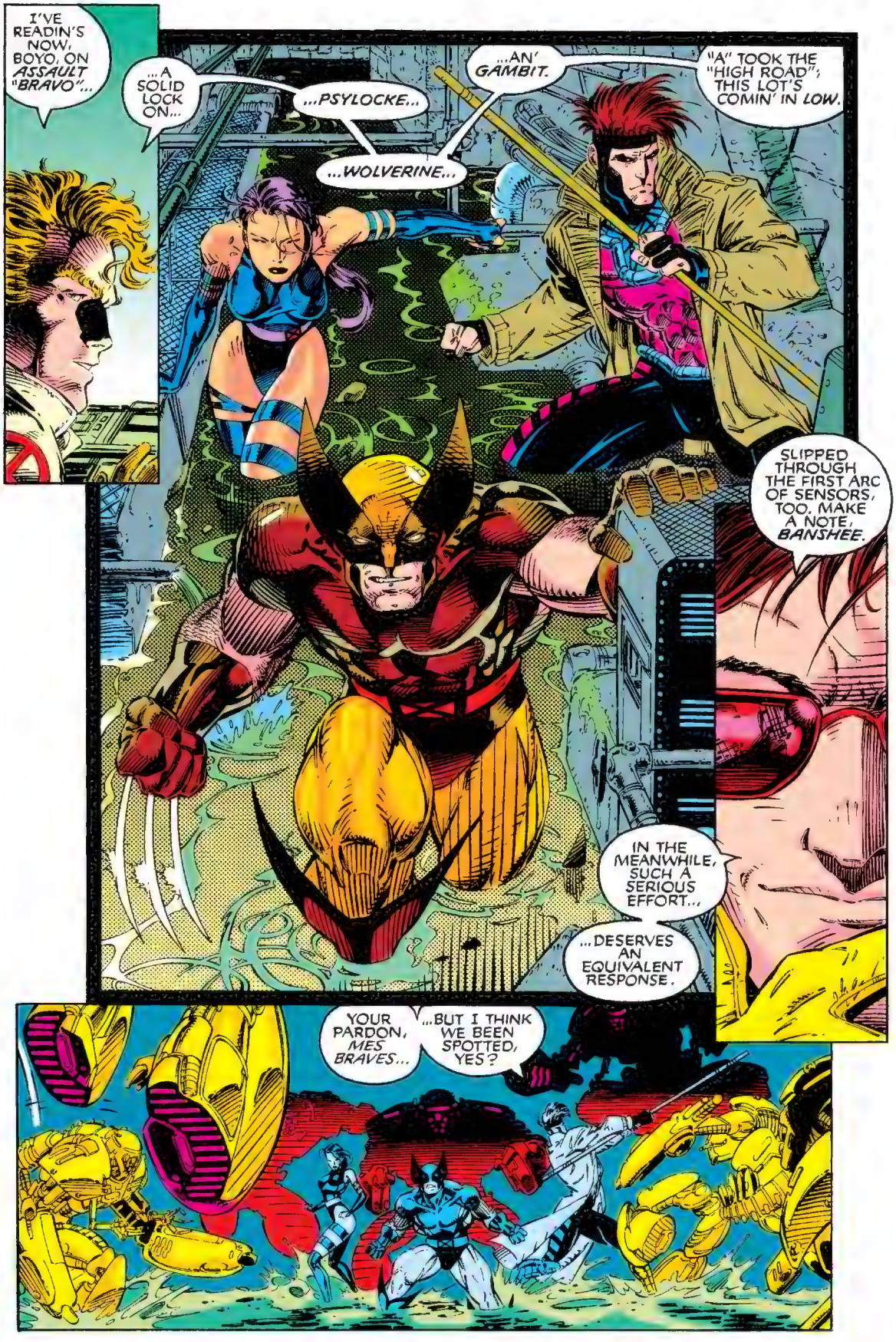
X-MEN, THIS IS STORM.

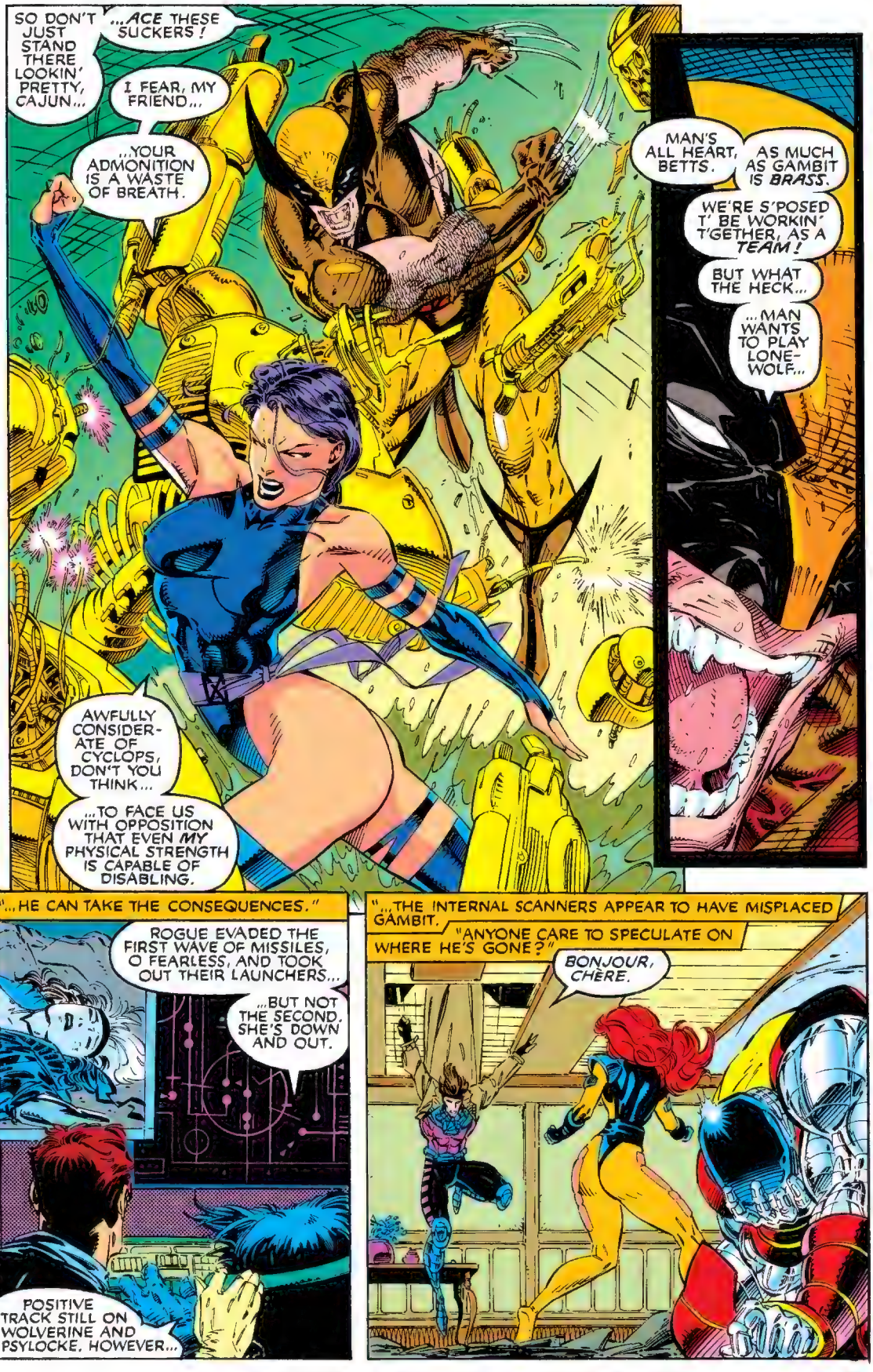
THE OBJECT OF THIS EXERCISE IS TO PENETRATE THE MANSION'S FORTIFICATIONS...


"--AND THEN LOCATE-- AND 'CAPTURE'-- PROFESSOR X."
JUST LIKE OLD TIMES.
WHAT IS THE SAYING, JEAN-- "PLUS CE CHANGE, PLUS CE MÊME CHOSE?"
"THE MORE THINGS CHANGE, THE MORE THEY STAY THE SAME."
SO MUCH HAS CHANGED SINCE I WAS LAST IN THIS MANSION, AND TAKING AN ACTIVE ROLE IN THE LEADERSHIP OF THE X-MEN--INCLUDING MYSELF--
--IT'S ALMOST AS THOUGH WE WERE ALL COMING TOGETHER...
...FOR THE FIRST TIME.
I NEED TO LEARN THE EXTENT AND NATURE OF YOUR INDIVIDUAL CAPABILITIES, HOW YOU MESH AS A TEAM, HOW BEST FOR ME TO INTERACT WITH YOU.
AND, ULTIMATELY, WHERE WE GO FROM HERE.
ALL OUR WORK, OUR EFFORTS--
--I KEPT HOPING THE WORLD WOULD RESPOND BY BECOMING A GENTLER, MORE TOLERANT PLACE...
...WITH BRIDGES BUILT BETWEEN HUMANITY AND ITS MUTANT OFFSPRING.
INSTEAD, WE SEEM TO BE AT EACH OTHER'S THROATS, NOW MORE THAN EVER.
THE DIFFERENCES BETWEEN US SHARPENED TO A KILLING EDGE.
WITH SOME OF THE CHILDREN ENTRUSTED TO MY CARE *BURIED*.
I KEEP WONDERING, HAD I NEVER LEFT, COULD I HAVE SOMEHOW PREVENTED THIS FROM HAPPENING.
YOU DID WHAT YOU THOUGHT BEST, CHARLES...
...AS DID WE.
NOW, WE PICK UP THE PIECES.
GIVE IT ANOTHER TRY.
I HAVE BEEN AWAY SO LONG, JEAN.
IF IT DIDN'T...
...WE WOULDN'T BE HERE.
I LOOK AT THE WORLD, AND CANNOT HELP WONDERING...
...IF MY *DREAM* HAS ANY VALIDITY ANYMORE.

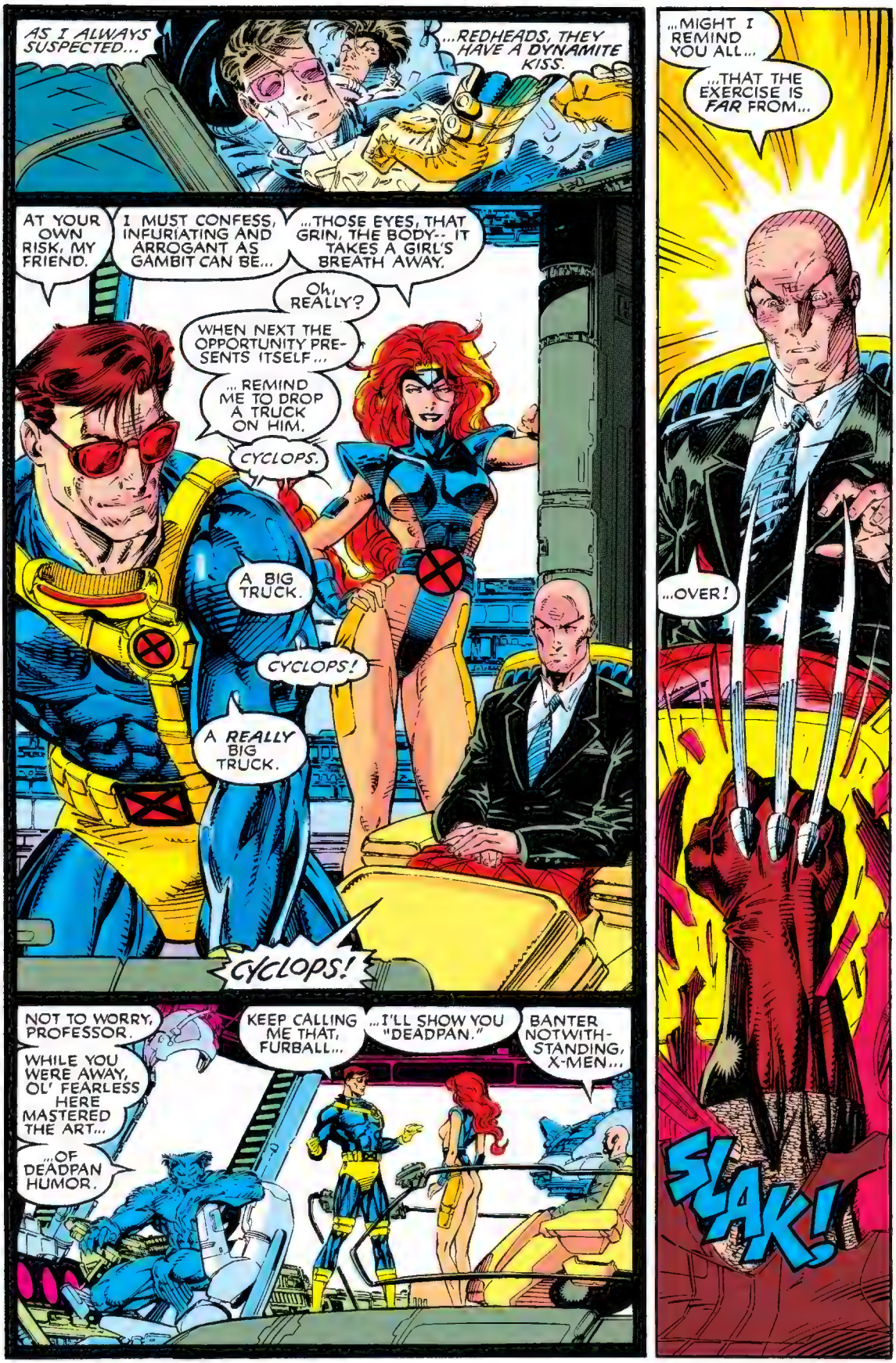

HEADS UP, POPSICLE!
MISSILES COMIN' AT US, FROM ALL AROUND THE CLOCK!
Awhw, CRIPES!
ROGUE, THEY'RE INCENDIARIES, MELTING MY ICE-SLIDE AS WELL AS SMASHING IT!
I CAN'T GENERATE A NEW ONE!
HANG LOOSE, SUGAH--
--LEMME HANDLE THIS.
HUNTER SYSTEMS LOCKIN' ON MY BIO-SIGNATURE, JUS' LIKE AH FIGURED.
WHICH MEANS THEY'LL FOLLOW ME WHEREVER AH RUN.
SIMPLEST SOLUTION IS TO BOOGIE AT TOP SPEED, FASTER'N THEY CAN CATCH ME, 'TIL THE POOR DEARS RUN OUT O' GAS.
BUT THAT'D TAKE ME OUT O' THE FIGHT AS WELL.
AH LIKE THIS IDEA BETTER.
AH CALL IT, "RETURN T' SENDER!"
BYE-BYE MISSILES, BYE-BYE LAUNCHERS.
AH DO SO LOVE IT WHEN A PLAY COMES T'GETHER!

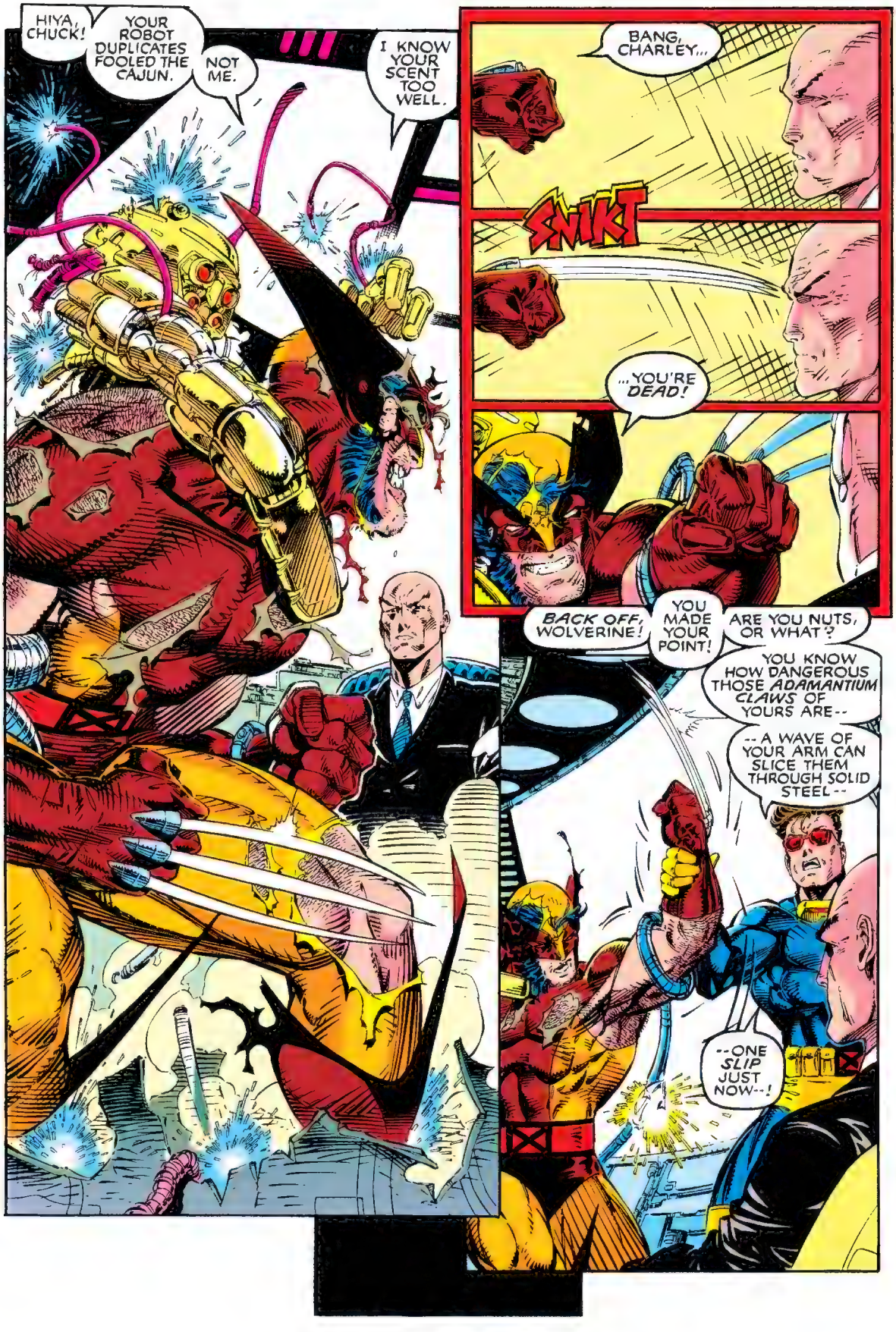

ROGUE'S CLEARED US A PATH, COLOSSUS.
TIME TO DELIVER THE PAY-OFF!
HAVE NO FEAR, ARCHANGEL.
I WILL DO WHAT MUST BE DONE.
FOR WHAT IT'S WORTH, O FEARLESS LEADER--
--GIVEN ARCH-ANGEL'S SPEED AND COLOSSUS' MASS--
"--OUR ARMORED RUSSIAN COMRADE WOULD MAKE A FAIRLY IMPRESSIVE WRECKING BALL.
"PROBABLY DEMOLISH THE MANSION, ALL BY HIMSELF."
"THAT'S A PHYSICAL POWER, HANK.
"HOW'S THAT GOING TO HELP HIM...
"...AGAINST JEAN'S PSYCHIC--TELEPATHIC--ATTACK?"

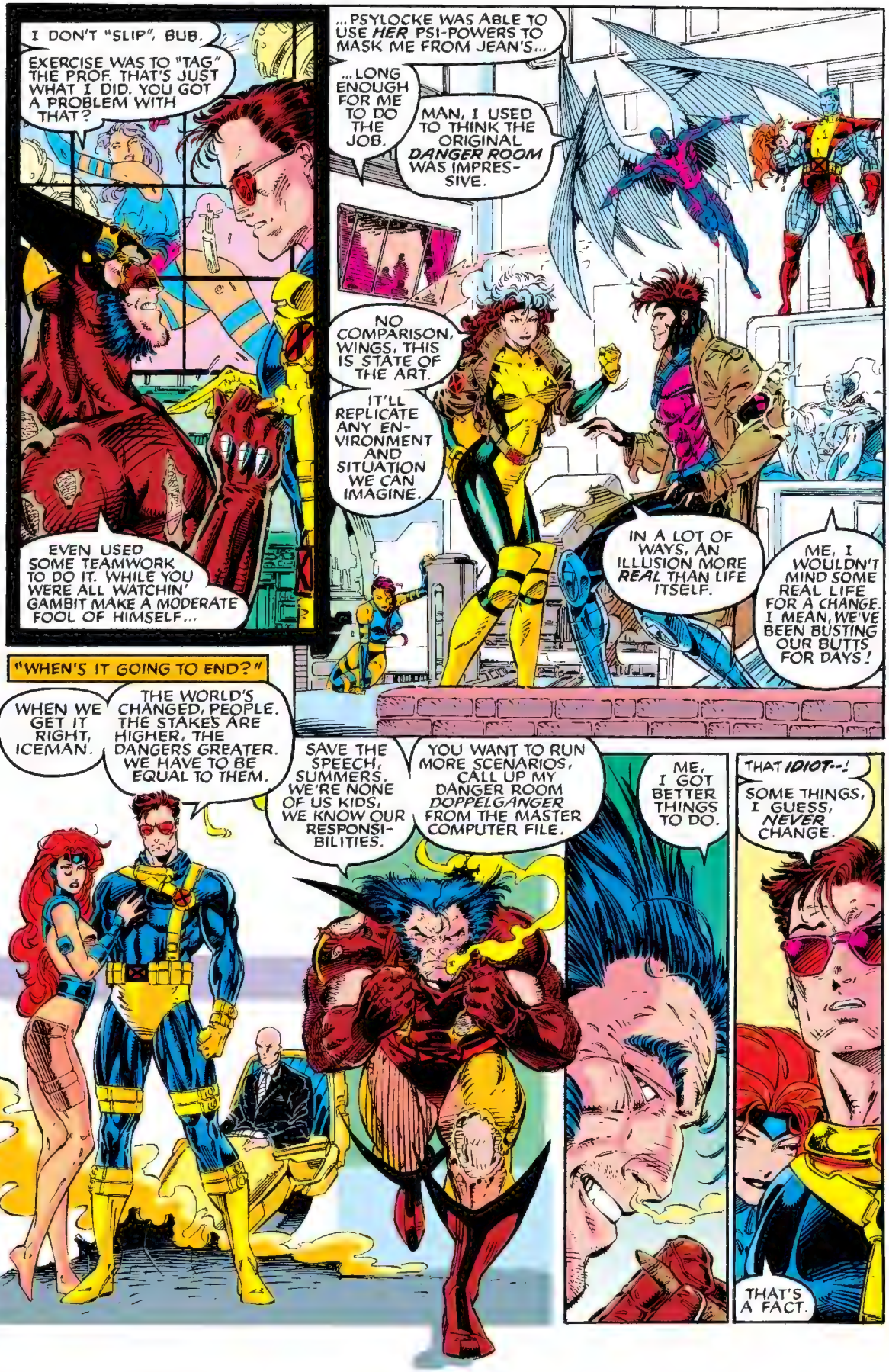

I'VE READIN'S NOW, BOYO, ON ASSAULT "BRAVO"...
...A SOLID LOCK ON...
...PSYLOCKE...
...WOLVERINE...
...AN' GAMBIT.
"A" TOOK THE "HIGH ROAD"; THIS LOT'S COMIN' IN LOW.
SLIPPED THROUGH THE FIRST ARC OF SENSORS, TOO. MAKE A NOTE, BANSHEE.
IN THE MEANWHILE, SUCH A SERIOUS EFFORT...
...DESERVES AN EQUIVALENT RESPONSE.
YOUR PARDON, MES BRAVES...
...BUT I THINK WE BEEN SPOTTED, YES?

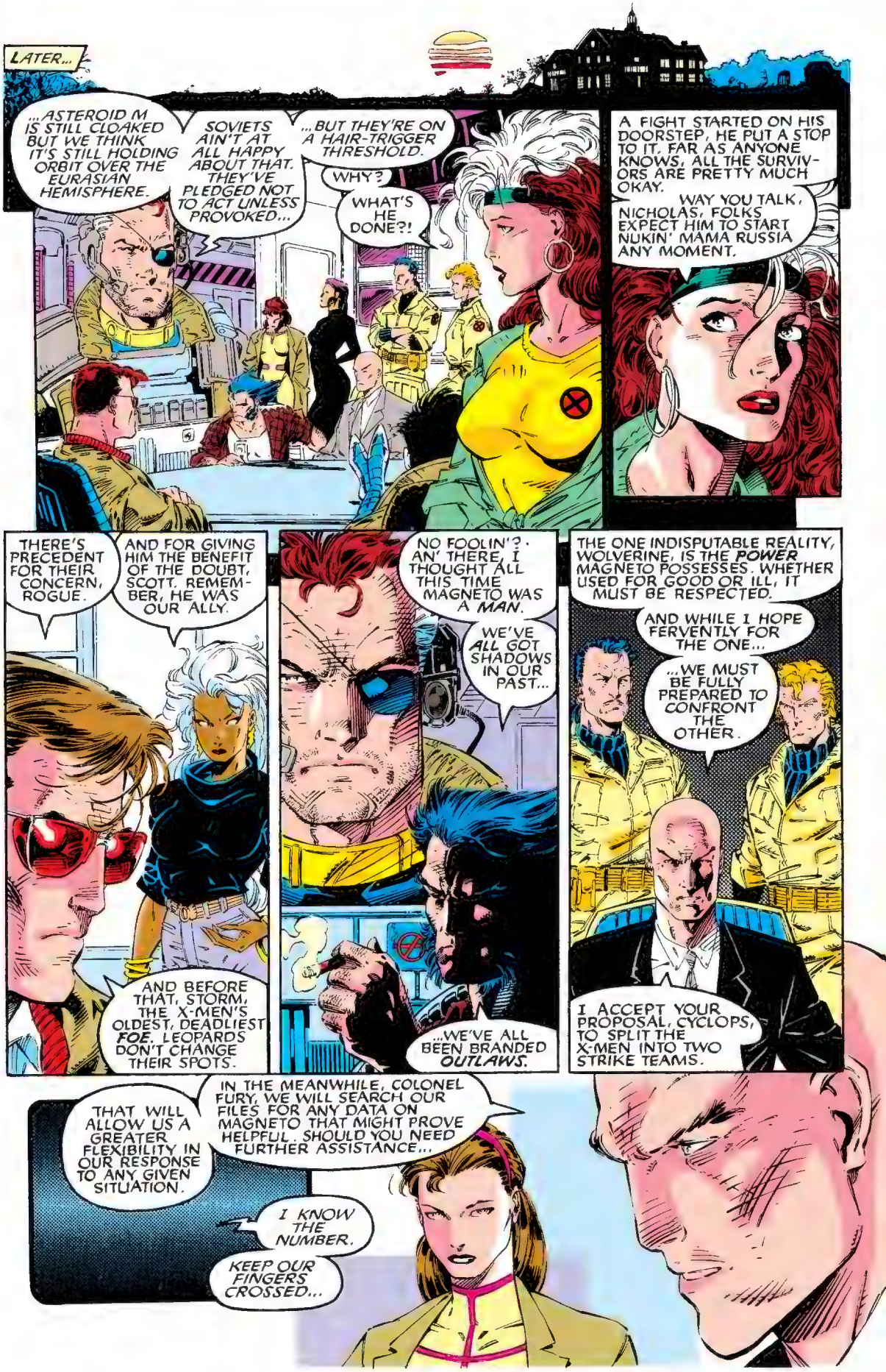

SO DON'T JUST STAND THERE LOOKIN' PRETTY, CAJUN...
...ACE THESE SUCKERS!
I FEAR, MY FRIEND...
...YOUR ADMONITION IS A WASTE OF BREATH.
MAN'S ALL HEART, BETTS.
AS MUCH AS GAMBIT IS BRASS.
WE'RE S'POSED T' BE WORKIN' T'GETHER, AS A TEAM!
BUT WHAT THE HECK...
...MAN WANTS TO PLAY LONE-WOLF...
AWFULLY CONSIDERATE OF CYCLOPS, DON'T YOU THINK...
...TO FACE US WITH OPPOSITION THAT EVEN MY PHYSICAL STRENGTH IS CAPABLE OF DISABLING.
"...HE CAN TAKE THE CONSEQUENCES."
ROGUE EVADED THE FIRST WAVE OF MISSILES, O FEARLESS, AND TOOK OUT THEIR LAUNCHERS...
...BUT NOT THE SECOND. SHE'S DOWN AND OUT.
POSITIVE TRACK STILL ON WOLVERINE AND PSYLOCKE. HOWEVER...
"...THE INTERNAL SCANNERS APPEAR TO HAVE MISPLACED GAMBIT.
"ANYONE CARE TO SPECULATE ON WHERE HE'S GONE?"
BONJOUR, CHÈRE.


WITH A SPEED THAT DEFIES DESCRIPTION, AND A SMILE GUARANTEED TO MELT THE FIERCEST HEART...
...THE ACADIAN DRAWS A PLAYING CARD FROM THE DECK HE ALWAYS CARRIES.
IN ONE SMOOTH MOVEMENT, HE CHARGES IT WITH KINETIC ENERGY (HIS MUTANT POWER) AND LETS IT FLY.
ON IMPACT, THE WALL BEHIND JEAN DETONATES WITH THE FORCE OF A SMALL BOMB.
LA TOURNEMENT EST FINIT, CHERE.
I WIN.
TIME TO CLAIM MY PRIZE--
--EH?!?
BANG!
UNDER THE RULES, GAMBIT...
I KNOW, CYCLOPS.
JE SUIT MORT-- I AM NOW DEAD.

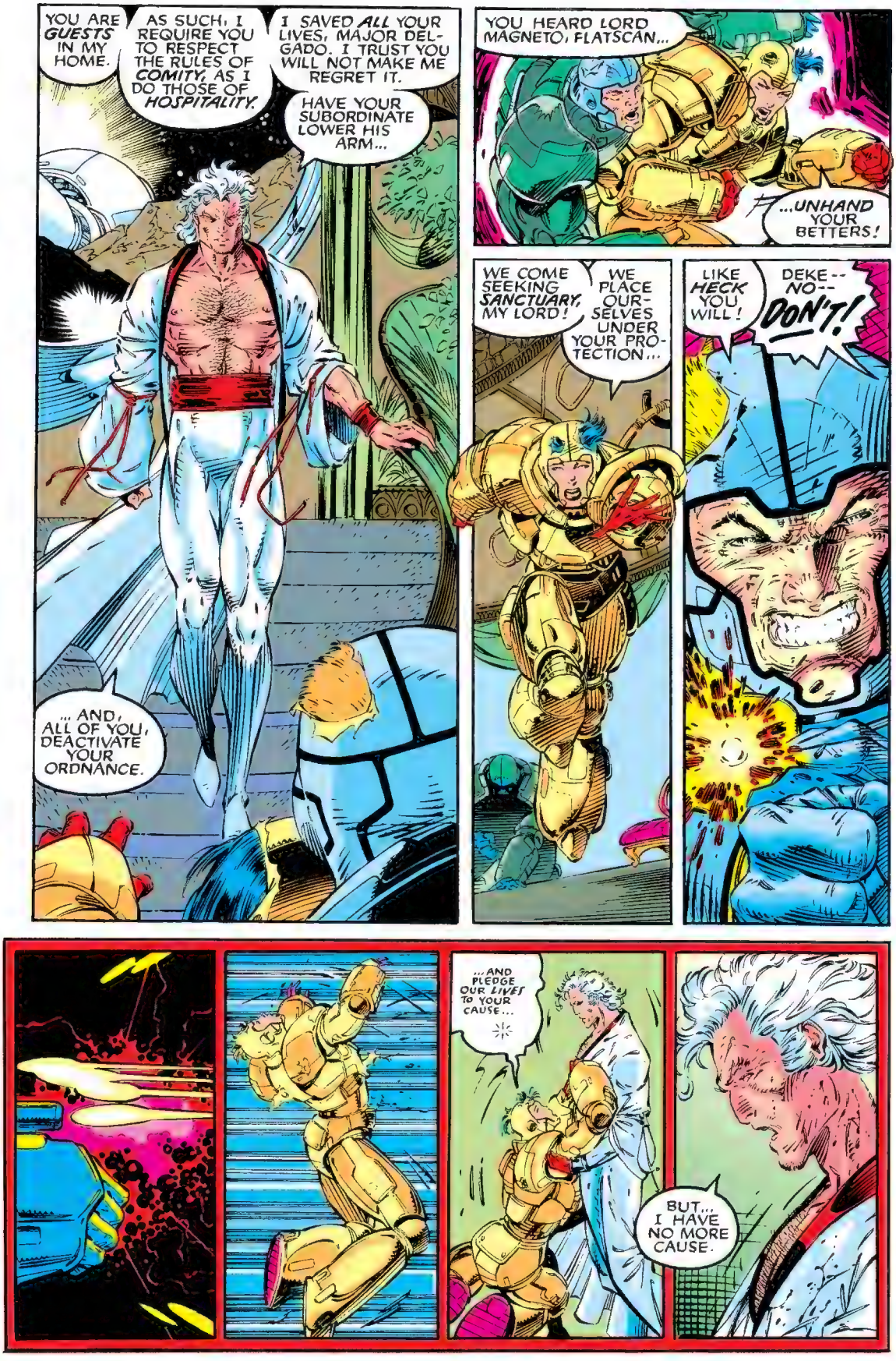

AS I ALWAYS SUSPECTED...
...REDHEADS, THEY HAVE A DYNAMITE KISS.
AT YOUR OWN RISK, MY FRIEND.
I MUST CONFESS, INFURIATING AND ARROGANT AS GAMBIT CAN BE...
...THOSE EYES, THAT GRIN, THE BODY-- IT TAKES A GIRL'S BREATH AWAY.
Oh, REALLY?
WHEN NEXT THE OPPORTUNITY PRESENTS ITSELF...
...REMIND ME TO DROP A TRUCK ON HIM.
CYCLOPS.
A BIG TRUCK.
CYCLOPS!
A REALLY BIG TRUCK.
CYCLOPS!
NOT TO WORRY, PROFESSOR.
WHILE YOU WERE AWAY, OL' FEARLESS HERE MASTERED THE ART...
...OF DEADPAN HUMOR.
KEEP CALLING ME THAT, FURBALL...
...I'LL SHOW YOU "DEADPAN."
BANTER NOTWITH-STANDING, X-MEN...
...MIGHT I REMIND YOU ALL...
...THAT THE EXERCISE IS FAR FROM...
...OVER!
SLAK!

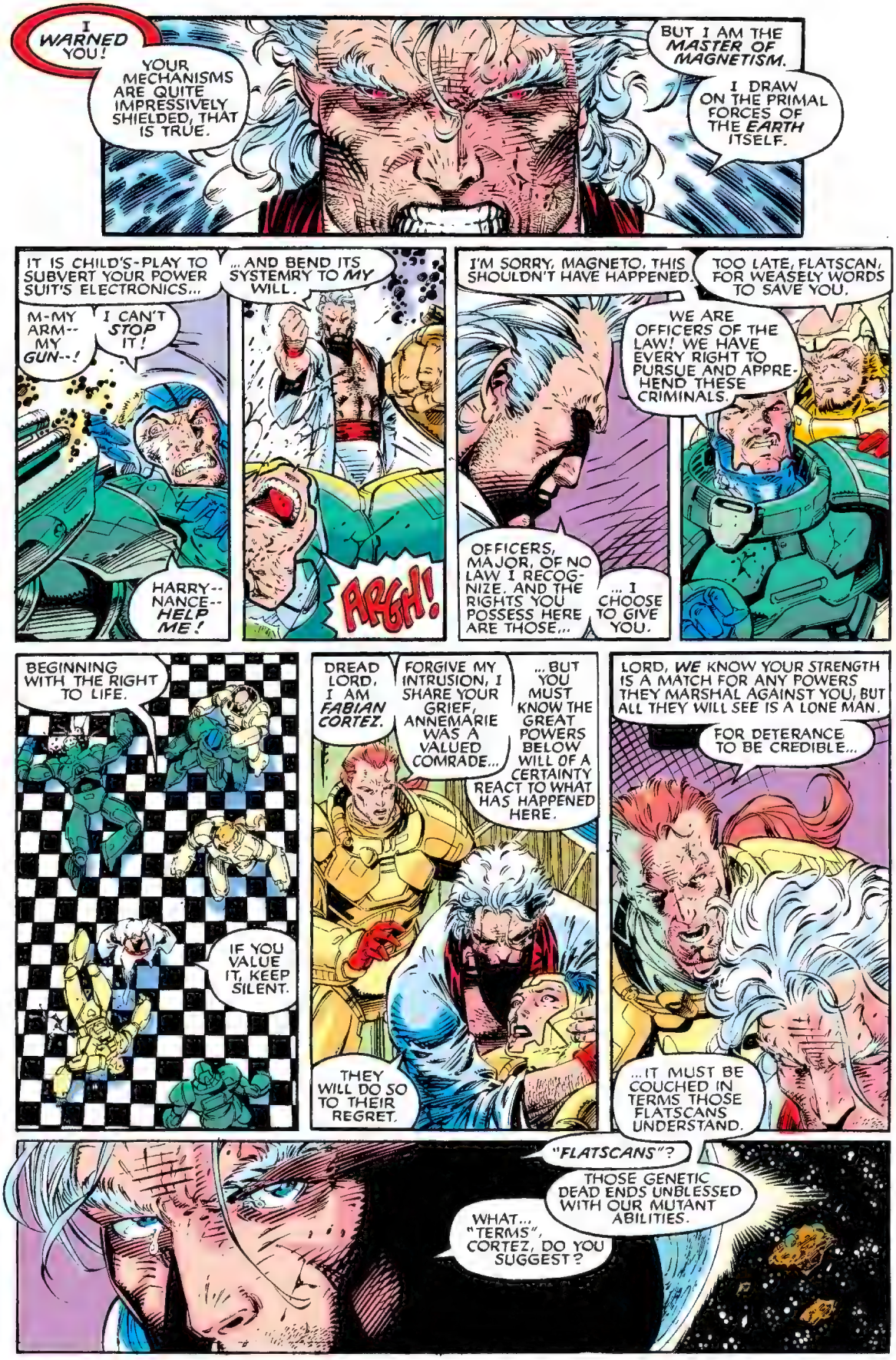

HIYA, CHUCK!
YOUR ROBOT DUPLICATES FOOLED THE CAJUN.
NOT ME.
I KNOW YOUR SCENT TOO WELL.
BANG, CHARLEY...
SNIKT
...YOU'RE DEAD!
BACK OFF, WOLVERINE!
YOU MADE YOUR POINT!
ARE YOU NUTS, OR WHAT?
YOU KNOW HOW DANGEROUS THOSE ADAMANTIUM CLAWS OF YOURS ARE--
-- A WAVE OF YOUR ARM CAN SLICE THEM THROUGH SOLID STEEL--
--ONE SLIP JUST NOW--!


I DON'T "SLIP", BUB.
EXERCISE WAS TO "TAG" THE PROF. THAT'S JUST WHAT I DID. YOU GOT A PROBLEM WITH THAT?
EVEN USED SOME TEAMWORK TO DO IT. WHILE YOU WERE ALL WATCHIN' GAMBIT MAKE A MODERATE FOOL OF HIMSELF...
...PSYLOCKE WAS ABLE TO USE *HER* PSI-POWERS TO MASK ME FROM JEAN'S...
...LONG ENOUGH FOR ME TO DO THE JOB.
MAN, I USED TO THINK THE ORIGINAL *DANGER ROOM* WAS IMPRESSIVE.
NO COMPARISON, WINGS, THIS IS STATE OF THE ART.
IT'LL REPLICATE ANY ENVIRONMENT AND SITUATION WE CAN IMAGINE.
IN A LOT OF WAYS, AN ILLUSION MORE *REAL* THAN LIFE ITSELF.
ME, I WOULDN'T MIND SOME REAL LIFE FOR A CHANGE. I MEAN, WE'VE BEEN BUSTING OUR BUTTS FOR DAYS!
"WHEN'S IT GOING TO END?"
WHEN WE GET IT RIGHT, ICEMAN.
THE WORLD'S CHANGED, PEOPLE. THE STAKES ARE HIGHER, THE DANGERS GREATER. WE HAVE TO BE EQUAL TO THEM.
SAVE THE SPEECH, SUMMERS. WE'RE NONE OF US KIDS, WE KNOW OUR RESPONSIBILITIES.
YOU WANT TO RUN MORE SCENARIOS, CALL UP MY DANGER ROOM *DOPPELGANGER* FROM THE MASTER COMPUTER FILE.
ME, I GOT BETTER THINGS TO DO.
THAT *IDIOT*--!
SOME THINGS, I GUESS, *NEVER* CHANGE.
THAT'S A FACT.


LATER...
...ASTEROID M IS STILL CLOAKED BUT WE THINK IT'S STILL HOLDING ORBIT OVER THE EURASIAN HEMISPHERE.
SOVIETS AIN'T AT ALL HAPPY ABOUT THAT. THEY'VE PLEDGED NOT TO ACT UNLESS PROVOKED...
...BUT THEY'RE ON A HAIR-TRIGGER THRESHOLD.
WHY?
WHAT'S HE DONE?!
A FIGHT STARTED ON HIS DOORSTEP, HE PUT A STOP TO IT. FAR AS ANYONE KNOWS, ALL THE SURVIVORS ARE PRETTY MUCH OKAY.
WAY YOU TALK, NICHOLAS, FOLKS EXPECT HIM TO START NUKIN' MAMA RUSSIA ANY MOMENT.
THERE'S PRECEDENT FOR THEIR CONCERN, ROGUE.
AND FOR GIVING HIM THE BENEFIT OF THE DOUBT, SCOTT. REMEMBER, HE WAS OUR ALLY.
AND BEFORE THAT, STORM, THE X-MEN'S OLDEST, DEADLIEST FOE. LEOPARDS DON'T CHANGE THEIR SPOTS.
NO FOOLIN'? AN' THERE, I THOUGHT ALL THIS TIME MAGNETO WAS A MAN.
WE'VE ALL GOT SHADOWS IN OUR PAST...
...WE'VE ALL BEEN BRANDED OUTLAWS.
THE ONE INDISPUTABLE REALITY, WOLVERINE, IS THE POWER MAGNETO POSSESSES. WHETHER USED FOR GOOD OR ILL, IT MUST BE RESPECTED.
AND WHILE I HOPE FERVENTLY FOR THE ONE...
...WE MUST BE FULLY PREPARED TO CONFRONT THE OTHER.
I ACCEPT YOUR PROPOSAL, CYCLOPS, TO SPLIT THE X-MEN INTO TWO STRIKE TEAMS.
THAT WILL ALLOW US A GREATER FLEXIBILITY IN OUR RESPONSE TO ANY GIVEN SITUATION.
IN THE MEANWHILE, COLONEL FURY, WE WILL SEARCH OUR FILES FOR ANY DATA ON MAGNETO THAT MIGHT PROVE HELPFUL. SHOULD YOU NEED FURTHER ASSISTANCE...
I KNOW THE NUMBER.
KEEP OUR FINGERS CROSSED...

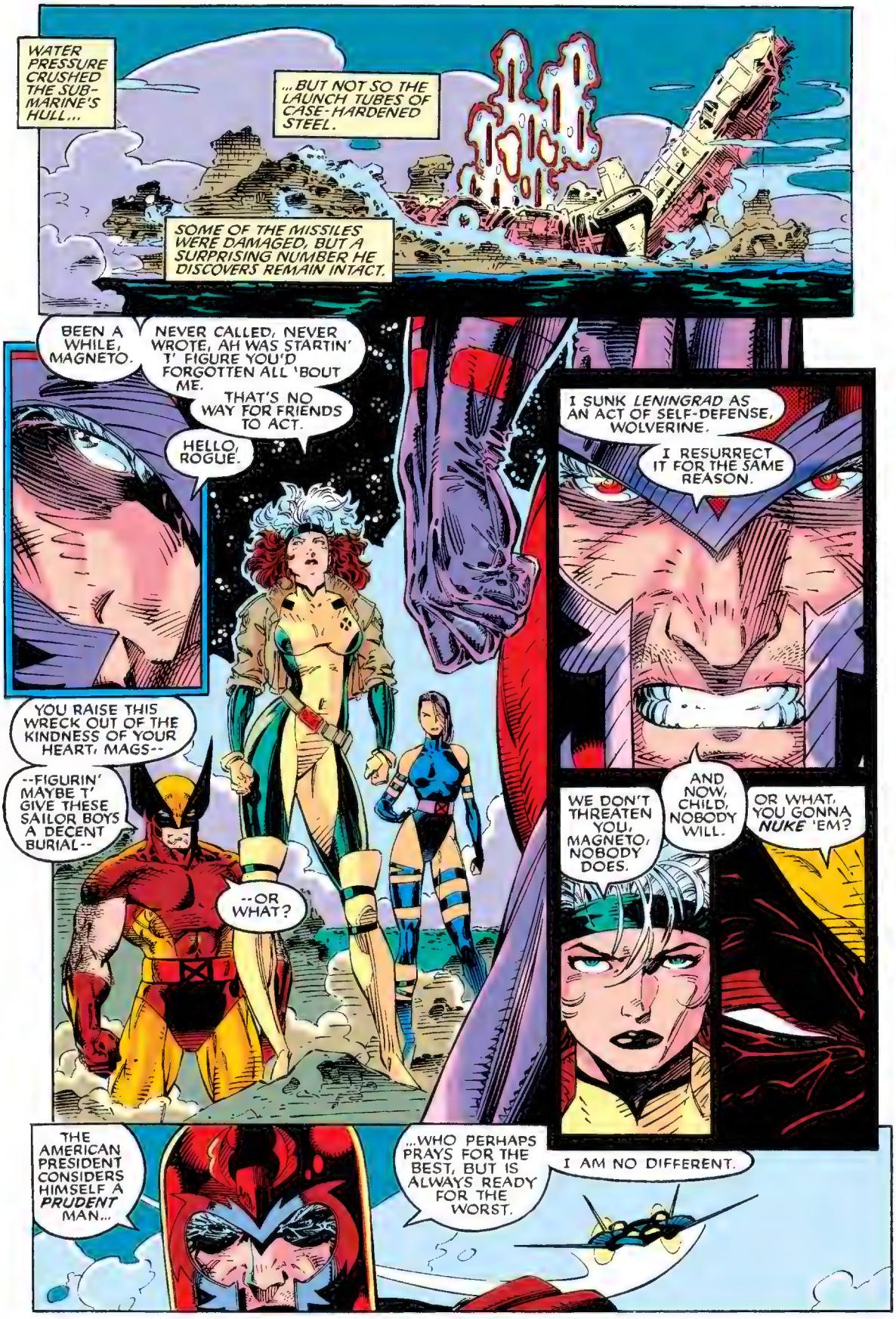

"...MAYBE I WON'T NEED TO USE IT."
WHERE THE DEVIL--?!
ASTEROID M, DEKE, HAS TO BE!
WHEN MAGNETO SMASHED OUR SHUTTLE, HE MUST'VE BROUGHT US ABOARD!
A MORE GENEROUS-- FOOLISH GESTURE--
...THAN ANY OF URRGK!
THOSE WERE GOOD PEOPLE YOU KILLED ON MY WINGSHIP, MUTIE...
...AND GOOD ONES YOU KILLED ON THE GROUND WHEN YOU STOLE THAT SHUTTLE.
WHATEVER IT TAKES, I'LL SEE YOU PAY FOR THAT!
UNLIKELY, FLATSCAN, ONCE I--
--MY POWER?!
NOTHING'S HAPPENING?!?
NOW AIN'T THAT A CRYIN' SHAME!
I GOT HER, HARRY!
BIG MAN MUST'VE ESTABLISHED AN INHIBITOR FIELD, TO NEUTRALIZE ANY SUPER-BEINGS OR MUTANTS WHO COME CALLING.
PROBABLY DOES THE SAME TO STANDARD COMBAT ARMOR.
UNFORTUNATELY, OUR SUITS WERE DESIGNED WITH PRECISELY THAT LIKELIHOOD IN MIND.
THE WEAPONS SYSTEMS, AS YOU CAN SEE, ARE QUITE ACTIVE.
EVERYBODY RELAX, EVERYBODY BEHAVE.
THE SITUATION'S UNDER CONTROL.
WHAT IS THE MEANING OF THIS?!


YOU ARE GUESTS IN MY HOME.
AS SUCH, I REQUIRE YOU TO RESPECT THE RULES OF COMITY, AS I DO THOSE OF HOSPITALITY.
I SAVED ALL YOUR LIVES, MAJOR DELGADO. I TRUST YOU WILL NOT MAKE ME REGRET IT.
HAVE YOUR SUBORDINATE LOWER HIS ARM...
... AND, ALL OF YOU, DEACTIVATE YOUR ORDNANCE.
YOU HEARD LORD MAGNETO, FLATSCAN...
...UNHAND YOUR BETTERS!
WE COME SEEKING SANCTUARY, MY LORD!
WE PLACE OURSELVES UNDER YOUR PROTECTION...
LIKE HECK YOU WILL!
DEKE-- NO-- DON'T!
...AND PLEDGE OUR LIVES TO YOUR CAUSE...
BUT... I HAVE NO MORE CAUSE.


I WARNED YOU!
YOUR MECHANISMS ARE QUITE IMPRESSIVELY SHIELDED, THAT IS TRUE.
BUT I AM THE MASTER OF MAGNETISM.
I DRAW ON THE PRIMAL FORCES OF THE EARTH ITSELF.
IT IS CHILD'S-PLAY TO SUBVERT YOUR POWER SUIT'S ELECTRONICS...
... AND BEND ITS SYSTEMRY TO MY WILL.
M-MY ARM-- MY GUN--!
I CAN'T STOP IT!
HARRY-- NANCE-- HELP ME!
ARGH!
I'M SORRY, MAGNETO, THIS SHOULDN'T HAVE HAPPENED.
TOO LATE, FLATSCAN, FOR WEASELY WORDS TO SAVE YOU.
WE ARE OFFICERS OF THE LAW! WE HAVE EVERY RIGHT TO PURSUE AND APPREHEND THESE CRIMINALS.
OFFICERS, MAJOR, OF NO LAW I RECOGNIZE. AND THE RIGHTS YOU POSSESS HERE ARE THOSE...
... I CHOOSE TO GIVE YOU.
BEGINNING WITH THE RIGHT TO LIFE.
IF YOU VALUE IT, KEEP SILENT.
DREAD LORD, I AM FABIAN CORTEZ.
FORGIVE MY INTRUSION, I SHARE YOUR GRIEF, ANNEMARIE WAS A VALUED COMRADE...
...BUT YOU MUST KNOW THE GREAT POWERS BELOW WILL OF A CERTAINTY REACT TO WHAT HAS HAPPENED HERE.
THEY WILL DO SO TO THEIR REGRET.
LORD, WE KNOW YOUR STRENGTH IS A MATCH FOR ANY POWERS THEY MARSHAL AGAINST YOU, BUT ALL THEY WILL SEE IS A LONE MAN.
FOR DETERANCE TO BE CREDIBLE...
...IT MUST BE COUCHED IN TERMS THOSE FLATSCANS UNDERSTAND.
"FLATSCANS"?
THOSE GENETIC DEAD ENDS UNBLESSED WITH OUR MUTANT ABILITIES.
WHAT..., "TERMS", CORTEZ, DO YOU SUGGEST?


XAVIER'S SCHOOL.
I HAVE A CONTACT SIGNAL FROM CEREBRO.
ITS SCANNING ARRAY HAS IDENTIFIED MAGNETO'S ENERGY SIGNATURE, ENTERING EARTH'S ATMOSPHERE.
ALERT YOUR "BLUE" TEAM, CYCLOPS.
I WILL HOLD STORM'S "GOLD" TEAM IN RESERVE.
ON OUR WAY, PROFESSOR!
ACTION STATIONS, ME HEARTIES!
TIME-- TO QUOTE THE VERNACULAR-- TO "ROCK-N'-ROLL"!
THIS ISN'T THE DANGER ROOM ANYMORE, FURBALL.
AND NO FALSE ALARM, EITHER; THE PSYCHIC EMANATIONS I RECEIVE FROM PROFESSOR X ARE DEADLY SERIOUS.
ALL THE MORE REASON, DON'T YOU THINK...
...TO MAINTAIN A HUMOROUS PERSPECTIVE?
WOO-HEEEE!
CHECK OUT THE SPIFFY SET O' WINGS!
WHEN THE PROF ASKED FORGE T' DESIGN AN' BUILD US A NEW BLACKBIRD...
...THE MAN DID HIMSELF PROUD!
BAG THE BANTER, PEOPLE, AND GET ABOARD!
WE'VE NO TIME TO WASTE!

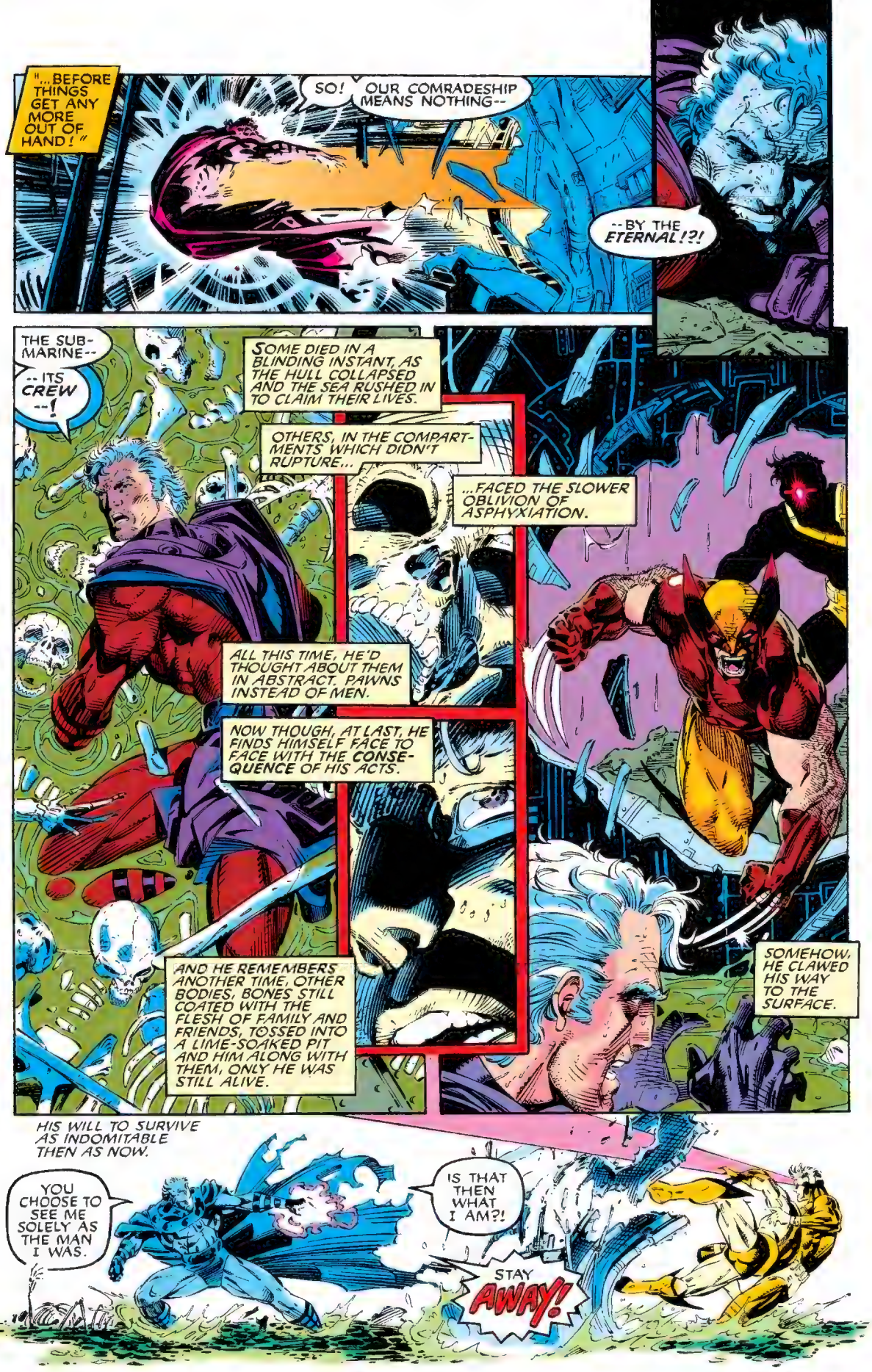

"PROF SAYS SOMETHING BIG IS HAPPENING IN MID-ATLANTIC!"
MOMENTS AGO, HE STOOD AT THE BOTTOM OF THE OCEAN...
...LITERALLY MILES BENEATH ITS SURFACE, IN A REALM OF AWFUL DARKNESS AND ABYSMAL COLD, AS ALIEN AND HOSTILE AS ANY FOREIGN PLANET.
STOOD AND STARED AT HIS HANDIWORK.
AND REMEMBERED...
...A DAY LONG PAST WHEN, IN HIS ARROGANCE, HE COMMANDED THE GREAT POWERS OF THE WORLD TO DISARM THEIR NUCLEAR ARSENALS.
HIS GOAL WAS NOBLE, OR SO HE THOUGHT, TO REMOVE FOREVER FROM ALL PEOPLE-- MUTANTS AND BASELINE HUMANS-- THE THREAT OF NUCLEAR ANNIHILATION.
THE GOVERNMENTS HE CHALLENGED DIDN'T SEE IT THAT WAY.
HE DEFLECTED THE ATTACK...
...AND THEN, AS AN OBJECT LESSON...
THE SOVIET UNION ORDERED AN IMMEDIATE COUNTER-STRIKE...
...FROM THE FLEET BALLISTIC MISSILE SUBMARINE LENINGRAD.
...SANK THE VESSEL THAT LAUNCHED IT.

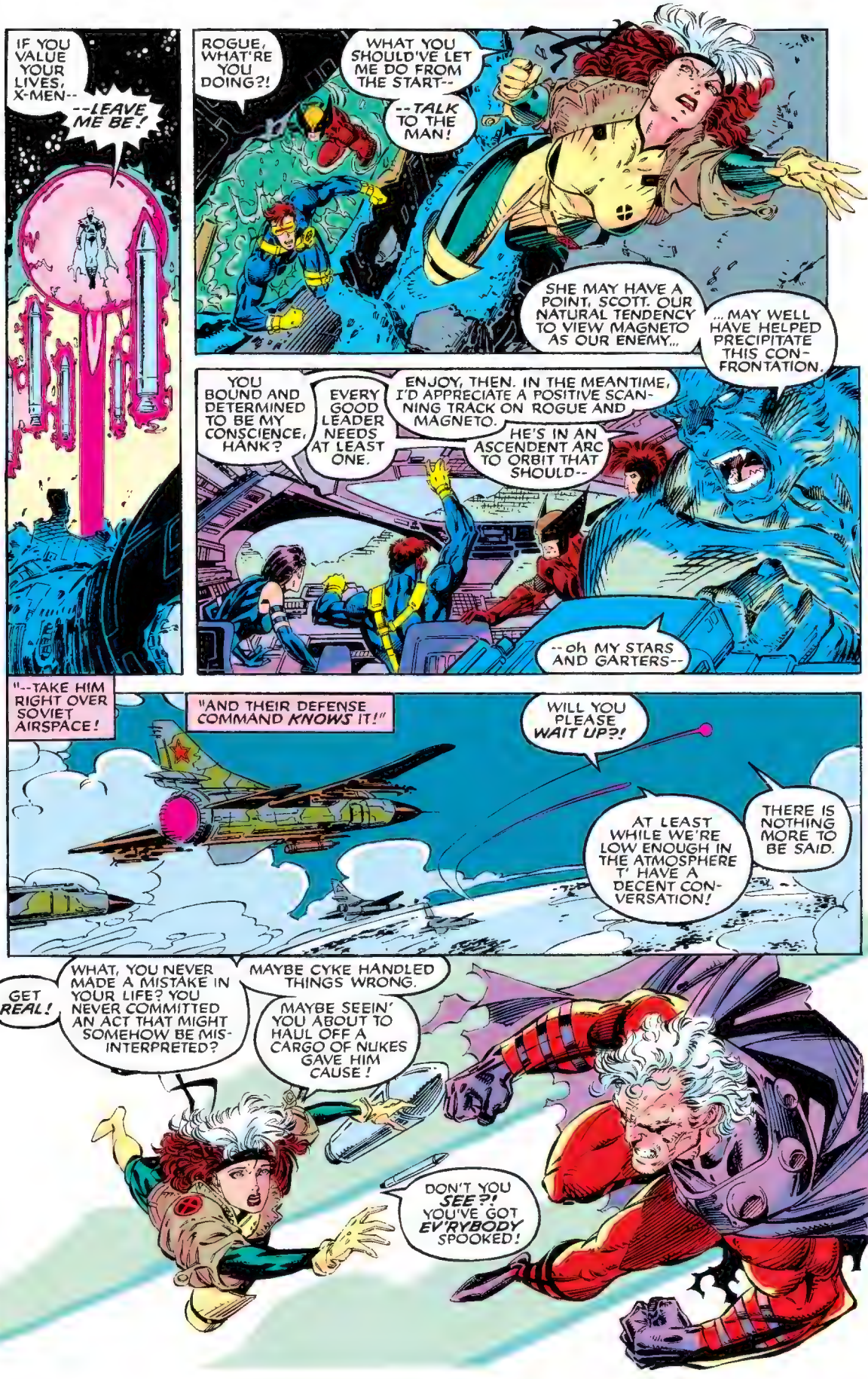

WATER PRESSURE CRUSHED THE SUB-MARINE'S HULL...
...BUT NOT SO THE LAUNCH TUBES OF CASE-HARDENED STEEL.
SOME OF THE MISSILES WERE DAMAGED, BUT A SURPRISING NUMBER HE DISCOVERS REMAIN INTACT.
BEEN A WHILE, MAGNETO.
NEVER CALLED, NEVER WROTE, AH WAS STARTIN' T' FIGURE YOU'D FORGOTTEN ALL 'BOUT ME.
THAT'S NO WAY FOR FRIENDS TO ACT.
HELLO, ROGUE.
I SUNK LENINGRAD AS AN ACT OF SELF-DEFENSE, WOLVERINE.
I RESURRECT IT FOR THE SAME REASON.
YOU RAISE THIS WRECK OUT OF THE KINDNESS OF YOUR HEART, MAGS--
--FIGURIN' MAYBE T' GIVE THESE SAILOR BOYS A DECENT BURIAL--
--OR WHAT?
WE DON'T THREATEN YOU, MAGNETO, NOBODY DOES.
AND NOW, CHILD, NOBODY WILL.
OR WHAT, YOU GONNA NUKE 'EM?
THE AMERICAN PRESIDENT CONSIDERS HIMSELF A PRUDENT MAN...
...WHO PERHAPS PRAYS FOR THE BEST, BUT IS ALWAYS READY FOR THE WORST.
I AM NO DIFFERENT.

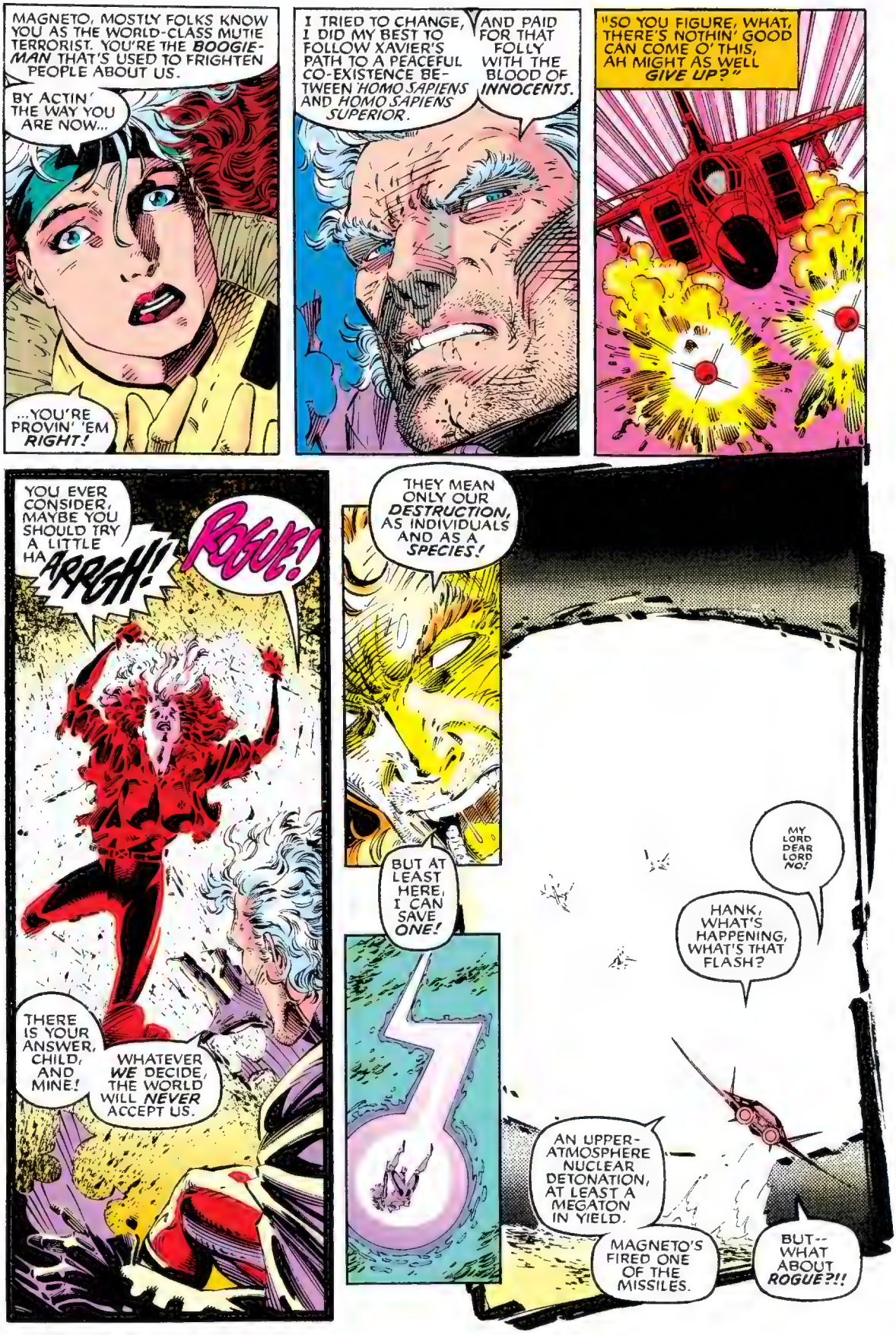

THAT, CYCLOPS, IS QUITE CLOSE ENOUGH.
YOU MIGHT CONSIDER, HOWEVER, THAT WERE I THE CONSUMMATE *VILLAIN* YOU DEVOUTLY BELIEVE ME TO BE...
...I WOULD *DESTROY* YOUR PRETTY NEW AIRCRAFT...
... INSTEAD OF SIMPLY FREEZING IT IN PLACE!
DON'T SAY I DIDN'T WARN YOU.
GREAT! I STAND CORRECT-ED!
NOW HOW ABOUT ONE OF YOUR PATENTED NIFTY MOVES...
...TO HELP US *OUT* OF THIS MESS!
AS EVER, FEARLESS, YOUR WISH...!
STICK WITH ME, GAMBIT, WATCH AND LEARN.
SNAPPY PATTER, *MON AMI*, I CAN PROVIDE BY MYSELF.
WORDS ARE BUT THE ACCENTS TO ACTION--
--WHICH, IN THIS CASE, CONSISTS OF DISTRACTING OUR FOE SUFFICIENTLY...
...FOR OUR *BLACKBIRD* TO SLIP FREE OF HIS MAGNETIC FORCE BUBBLE.

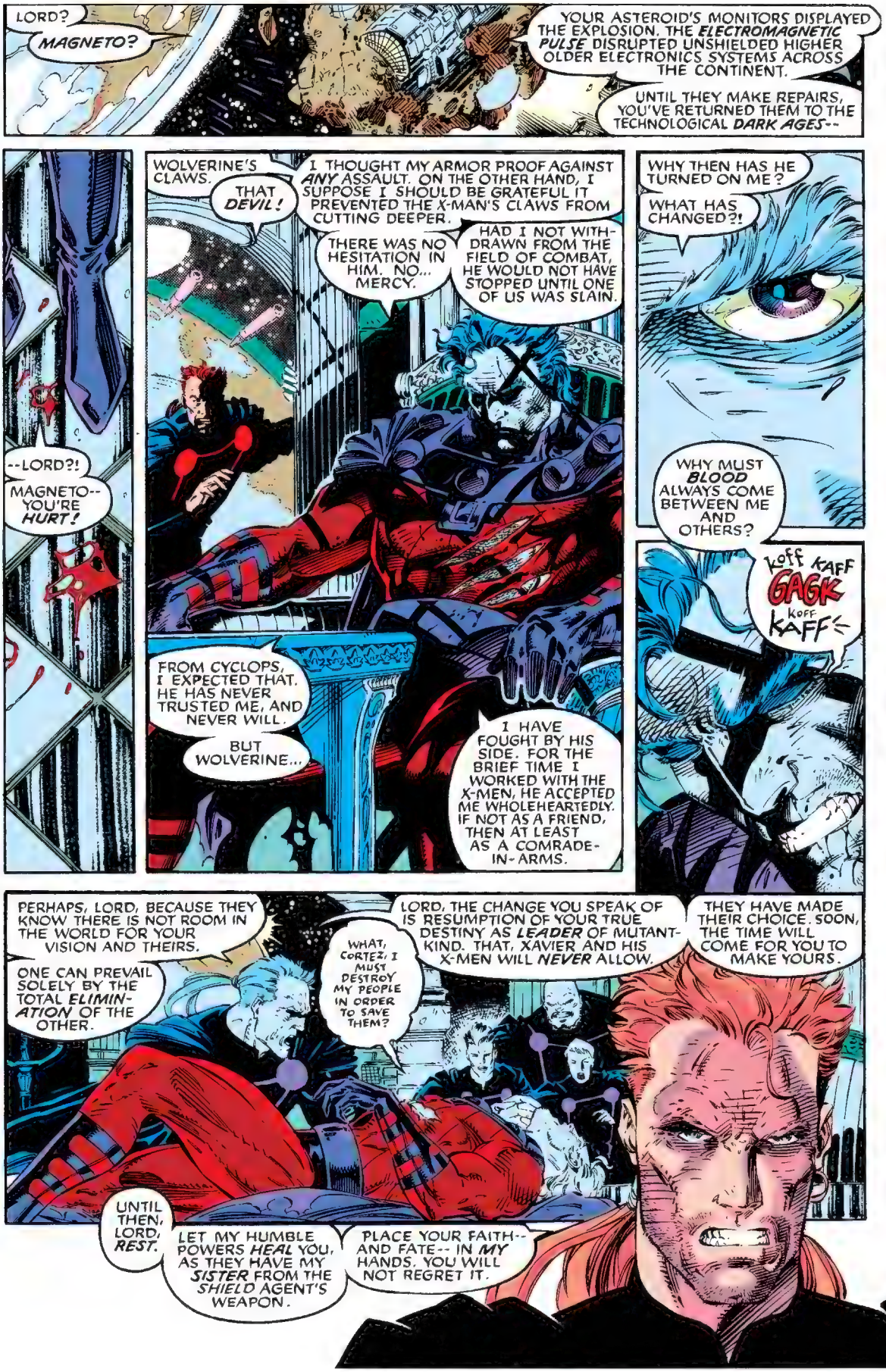

GREAT PLAN, M'SIEU BÊTE.
GOT A FEELING, THOUGH, IT DON'T COME TO MAGNETO AS ANY SURPRISE.
WHUMF!
YOU STILL PLAYIN' NICE, M'SIEU...
...BY USIN' THAT WRECKAGE TO GIVE BEAST A TUMMY-ACHE...
...'STEAD OF PUNCHING IT STRAIGHT THROUGH HIM?
THAT BEIN' THE CASE...
...I WON'T CHARGE THESE CARDS ENOUGH TO KILL!
A FORTUNATE DECISION, YOUNG MAN--
--FOR YOU!

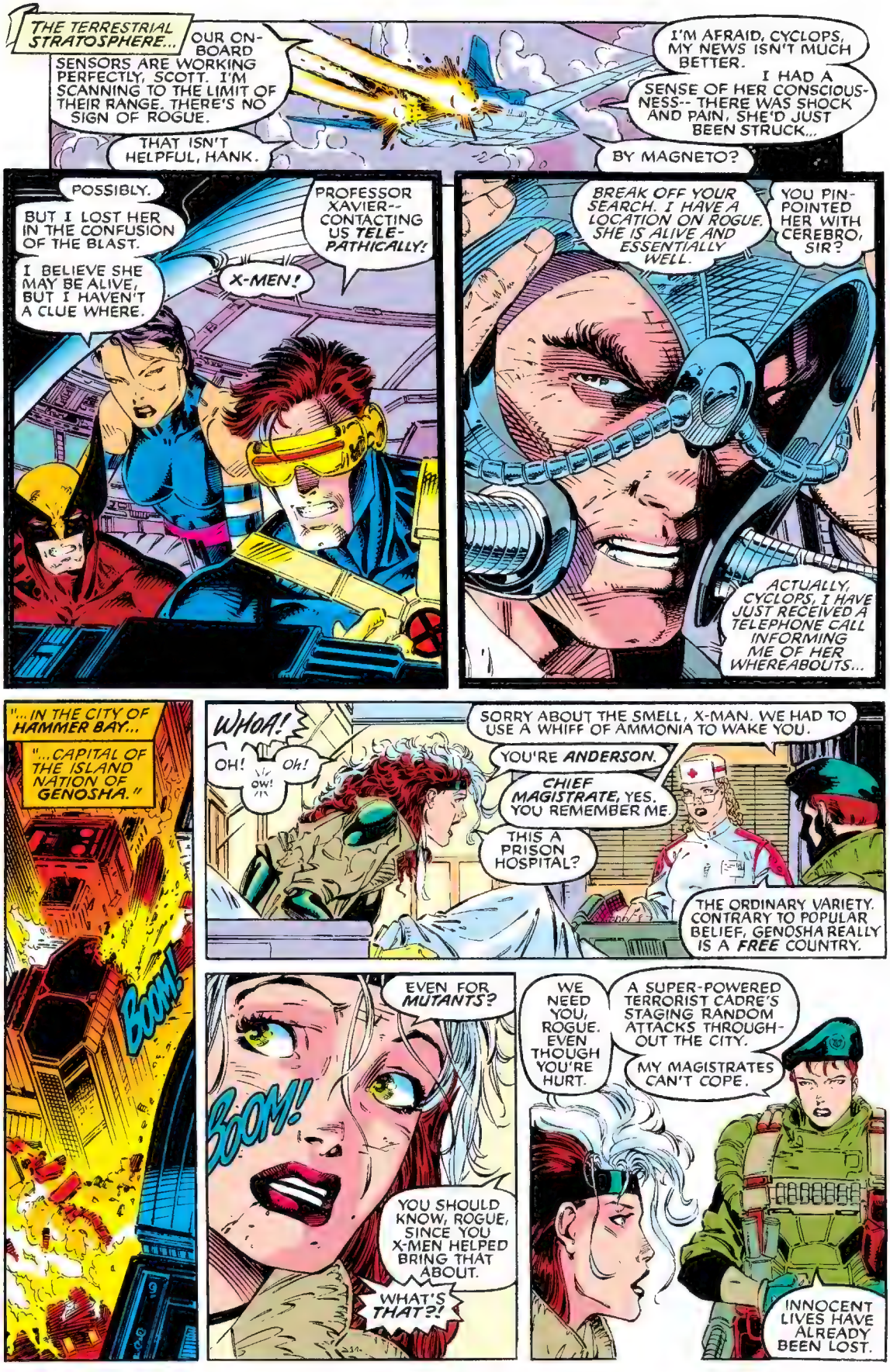

GOT HIM!
BLAST! HIS COSTUME IS A FORM OF BODY ARMOR--THAT, COMBINED WITH HIS HELMET...
... BLUNTED THE FORCE OF MY ATTACK!
I'VE MANIFESTED MY PSYCHIC KNIFE--THE FOCUSED TOTALITY OF MY TELEPATHIC ABILITIES--
--ONE STRIKE SHOULD RENDER MAGNETO INSENSIBLE--!
BUT, IN THE SPLIT-SECOND BETWEEN THOUGHT AND EXECUTION...
AKGKH!
HAVE YOU X-MEN ALL GONE MAD?!
I SAID I MEANT YOU NO HARM, WHY DO YOU ASSAULT ME--
--GOOD LORD!
MAYBE 'CAUSE THE WORDS DON'T MATTER...
... AS MUCH AS THE HEART AN' SOUL OF THE PERSON SPEAKIN' 'EM!
--HE'S ON THE VERGE OF A BERSERKER FURY!
THINGS WEREN'T MEANT TO GO LIKE THIS, AND I'M PARTLY TO BLAME.
I HAVE TO SEPARATE THEM...
WOLVERINE WASN'T HOLDING BACK, THAT WAS A KILLING ATTACK!
I REMEMBER THE SIGNS FROM THE TIME WE FIRST MET--

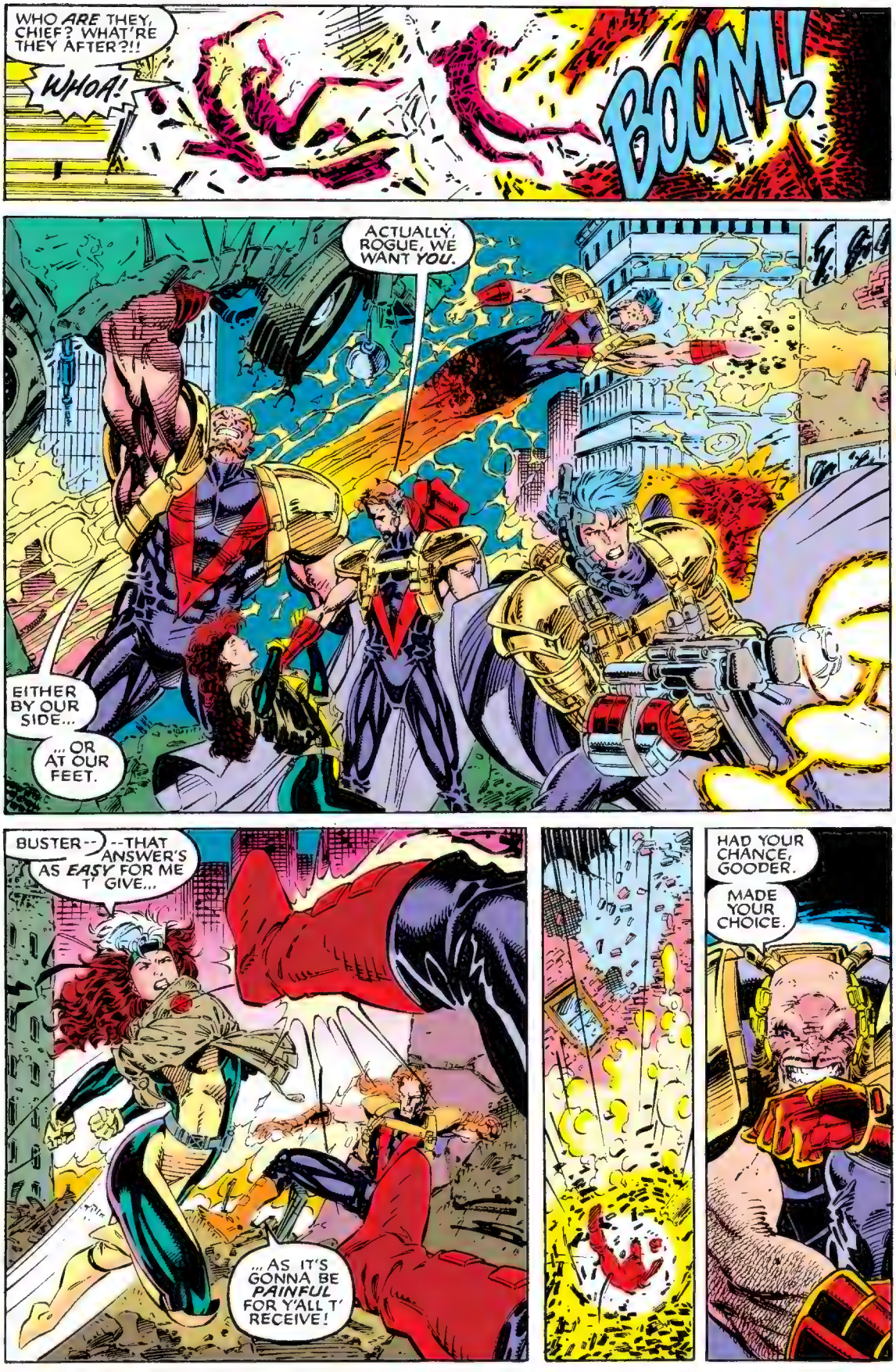

"...BEFORE THINGS GET ANY MORE OUT OF HAND!"
SO! OUR COMRADESHIP MEANS NOTHING--
--BY THE ETERNAL!?!
THE SUB-MARINE--
--ITS CREW--!
SOME DIED IN A BLINDING INSTANT, AS THE HULL COLLAPSED AND THE SEA RUSHED IN TO CLAIM THEIR LIVES.
OTHERS, IN THE COMPART-MENTS WHICH DIDN'T RUPTURE...
...FACED THE SLOWER OBLIVION OF ASPHYXIATION.
ALL THIS TIME, HE'D THOUGHT ABOUT THEM IN ABSTRACT. PAWNS INSTEAD OF MEN.
NOW THOUGH, AT LAST, HE FINDS HIMSELF FACE TO FACE WITH THE CONSE-QUENCE OF HIS ACTS.
AND HE REMEMBERS ANOTHER TIME, OTHER BODIES, BONES STILL COATED WITH THE FLESH OF FAMILY AND FRIENDS, TOSSED INTO A LIME-SOAKED PIT AND HIM ALONG WITH THEM, ONLY HE WAS STILL ALIVE.
SOMEHOW, HE CLAWED HIS WAY TO THE SURFACE.
HIS WILL TO SURVIVE AS INDOMITABLE THEN AS NOW.
YOU CHOOSE TO SEE ME SOLELY AS THE MAN I WAS.
IS THAT THEN WHAT I AM?!
STAY AWAY!


IF YOU VALUE YOUR LIVES, X-MEN--
--LEAVE ME BE!
ROGUE, WHAT'RE YOU DOING?!
WHAT YOU SHOULD'VE LET ME DO FROM THE START--
--TALK TO THE MAN!
SHE MAY HAVE A POINT, SCOTT. OUR NATURAL TENDENCY TO VIEW MAGNETO AS OUR ENEMY...
...MAY WELL HAVE HELPED PRECIPITATE THIS CONFRONTATION.
YOU BOUND AND DETERMINED TO BE MY CONSCIENCE, HANK?
EVERY GOOD LEADER NEEDS AT LEAST ONE.
ENJOY, THEN. IN THE MEANTIME, I'D APPRECIATE A POSITIVE SCANNING TRACK ON ROGUE AND MAGNETO.
HE'S IN AN ASCENDENT ARC TO ORBIT THAT SHOULD--
--oh MY STARS AND GARTERS--
"--TAKE HIM RIGHT OVER SOVIET AIRSPACE!
"AND THEIR DEFENSE COMMAND KNOWS IT!"
WILL YOU PLEASE WAIT UP?!
AT LEAST WHILE WE'RE LOW ENOUGH IN THE ATMOSPHERE T' HAVE A DECENT CONVERSATION!
THERE IS NOTHING MORE TO BE SAID.
GET REAL!
WHAT, YOU NEVER MADE A MISTAKE IN YOUR LIFE? YOU NEVER COMMITTED AN ACT THAT MIGHT SOMEHOW BE MISINTERPRETED?
MAYBE CYKE HANDLED THINGS WRONG.
MAYBE SEEIN' YOU ABOUT TO HAUL OFF A CARGO OF NUKES GAVE HIM CAUSE!
DON'T YOU SEE?! YOU'VE GOT EV'RYBODY SPOOKED!

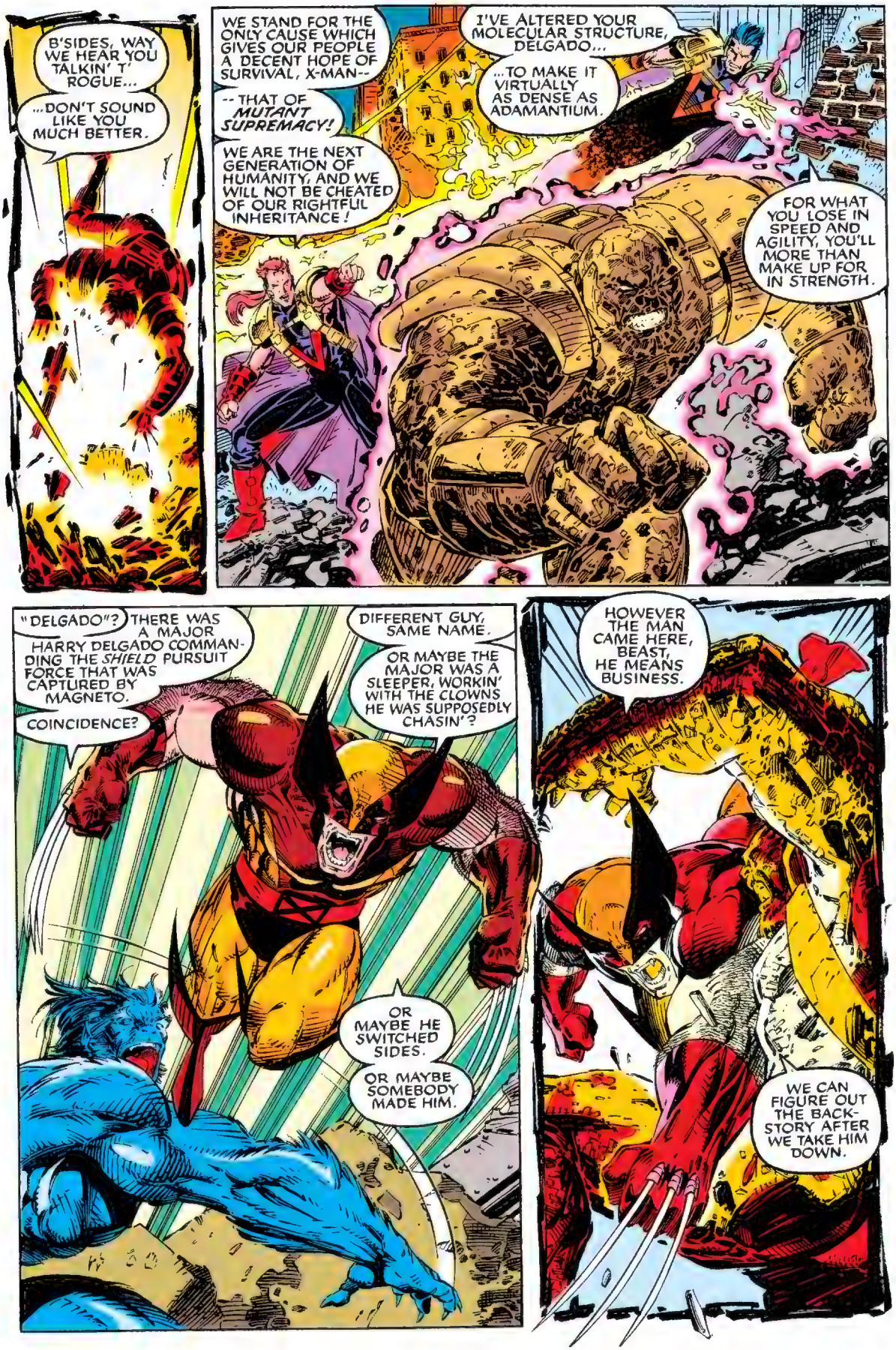

MAGNETO, MOSTLY FOLKS KNOW YOU AS THE WORLD-CLASS MUTIE TERRORIST. YOU'RE THE BOOGIE-MAN THAT'S USED TO FRIGHTEN PEOPLE ABOUT US.
BY ACTIN' THE WAY YOU ARE NOW...
...YOU'RE PROVIN' 'EM RIGHT!
I TRIED TO CHANGE, I DID MY BEST TO FOLLOW XAVIER'S PATH TO A PEACEFUL CO-EXISTENCE BE-TWEEN HOMO SAPIENS AND HOMO SAPIENS SUPERIOR.
AND PAID FOR THAT FOLLY WITH THE BLOOD OF INNOCENTS.
"SO YOU FIGURE, WHAT, THERE'S NOTHIN' GOOD CAN COME O' THIS, AH MIGHT AS WELL GIVE UP?"
YOU EVER CONSIDER, MAYBE YOU SHOULD TRY A LITTLE HA
ARRGH!
ROGUE!
THERE IS YOUR ANSWER, CHILD, AND MINE!
WHATEVER WE DECIDE, THE WORLD WILL NEVER ACCEPT US.
THEY MEAN ONLY OUR DESTRUCTION, AS INDIVIDUALS AND AS A SPECIES!
BUT AT LEAST HERE, I CAN SAVE ONE!
MY LORD DEAR LORD NO!
HANK, WHAT'S HAPPENING, WHAT'S THAT FLASH?
AN UPPER-ATMOSPHERE NUCLEAR DETONATION, AT LEAST A MEGATON IN YIELD.
MAGNETO'S FIRED ONE OF THE MISSILES.
BUT-- WHAT ABOUT ROGUE?!!

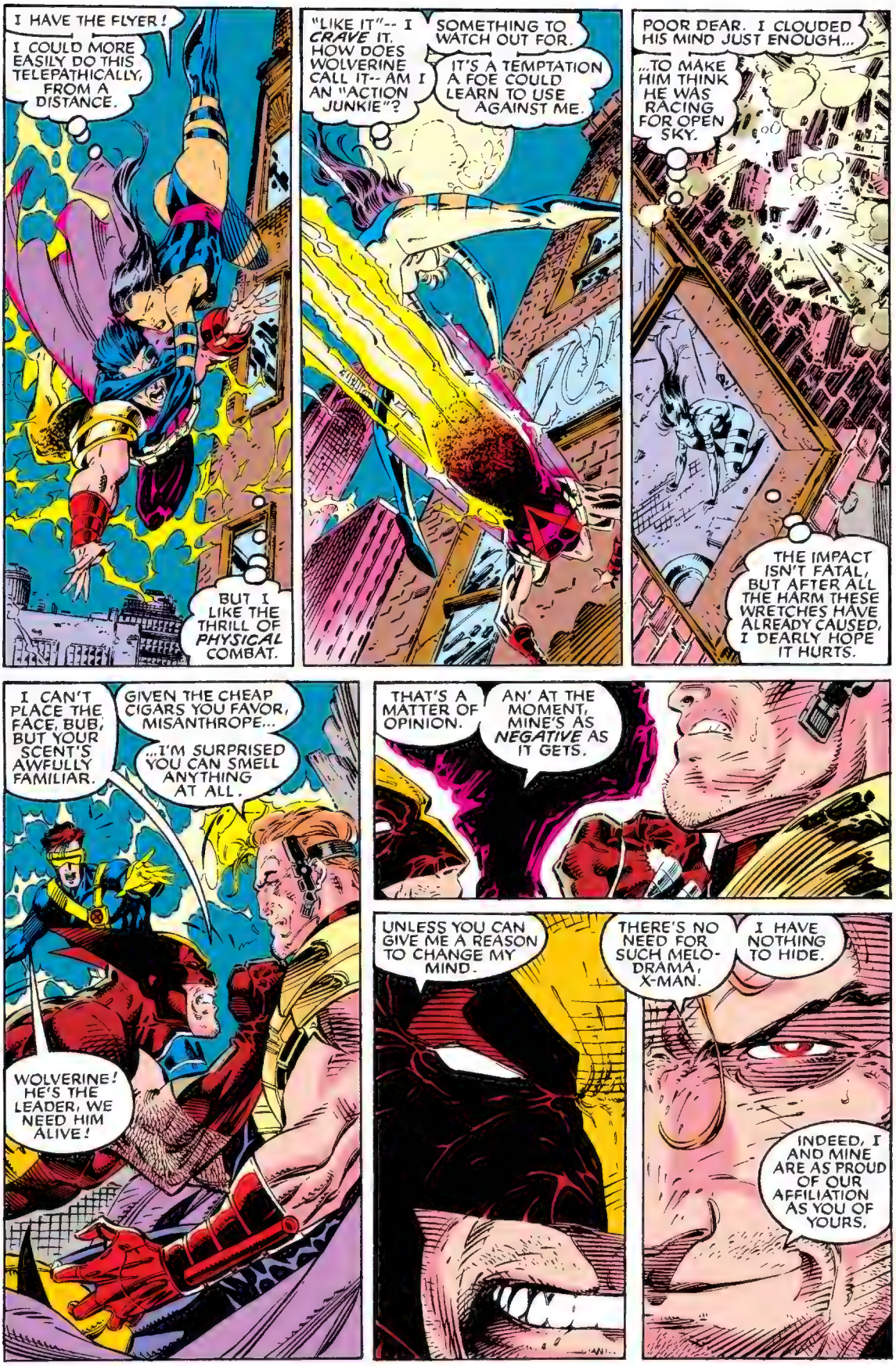

LORD?
MAGNETO?
YOUR ASTEROID'S MONITORS DISPLAYED THE EXPLOSION. THE ELECTROMAGNETIC PULSE DISRUPTED UNSHIELDED HIGHER OLDER ELECTRONICS SYSTEMS ACROSS THE CONTINENT.
UNTIL THEY MAKE REPAIRS, YOU'VE RETURNED THEM TO THE TECHNOLOGICAL DARK AGES--
--LORD?!
MAGNETO--YOU'RE HURT!
WOLVERINE'S CLAWS.
THAT DEVIL!
I THOUGHT MY ARMOR PROOF AGAINST ANY ASSAULT. ON THE OTHER HAND, I SUPPOSE I SHOULD BE GRATEFUL IT PREVENTED THE X-MAN'S CLAWS FROM CUTTING DEEPER.
THERE WAS NO HESITATION IN HIM. NO... MERCY.
HAD I NOT WITHDRAWN FROM THE FIELD OF COMBAT, HE WOULD NOT HAVE STOPPED UNTIL ONE OF US WAS SLAIN.
FROM CYCLOPS, I EXPECTED THAT. HE HAS NEVER TRUSTED ME, AND NEVER WILL.
BUT WOLVERINE...
I HAVE FOUGHT BY HIS SIDE. FOR THE BRIEF TIME I WORKED WITH THE X-MEN, HE ACCEPTED ME WHOLEHEARTEDLY. IF NOT AS A FRIEND, THEN AT LEAST AS A COMRADE-IN-ARMS.
WHY THEN HAS HE TURNED ON ME?
WHAT HAS CHANGED?!
WHY MUST BLOOD ALWAYS COME BETWEEN ME AND OTHERS?
KOFF KAFF GAGK KOFF KAFF
PERHAPS, LORD, BECAUSE THEY KNOW THERE IS NOT ROOM IN THE WORLD FOR YOUR VISION AND THEIRS.
ONE CAN PREVAIL SOLELY BY THE TOTAL ELIMINATION OF THE OTHER.
WHAT, CORTEZ, I MUST DESTROY MY PEOPLE IN ORDER TO SAVE THEM?
LORD, THE CHANGE YOU SPEAK OF IS RESUMPTION OF YOUR TRUE DESTINY AS LEADER OF MUTANT-KIND. THAT, XAVIER AND HIS X-MEN WILL NEVER ALLOW.
THEY HAVE MADE THEIR CHOICE. SOON, THE TIME WILL COME FOR YOU TO MAKE YOURS.
UNTIL THEN, LORD, REST.
LET MY HUMBLE POWERS HEAL YOU, AS THEY HAVE MY SISTER FROM THE SHIELD AGENT'S WEAPON.
PLACE YOUR FAITH--AND FATE-- IN MY HANDS. YOU WILL NOT REGRET IT.


THE TERRESTRIAL STRATOSPHERE...
OUR ON-BOARD SENSORS ARE WORKING PERFECTLY, SCOTT. I'M SCANNING TO THE LIMIT OF THEIR RANGE. THERE'S NO SIGN OF ROGUE.
THAT ISN'T HELPFUL, HANK.
I'M AFRAID, CYCLOPS, MY NEWS ISN'T MUCH BETTER.
I HAD A SENSE OF HER CONSCIOUSNESS-- THERE WAS SHOCK AND PAIN. SHE'D JUST BEEN STRUCK...
BY MAGNETO?
POSSIBLY.
BUT I LOST HER IN THE CONFUSION OF THE BLAST.
I BELIEVE SHE MAY BE ALIVE, BUT I HAVEN'T A CLUE WHERE.
PROFESSOR XAVIER-- CONTACTING US TELEPATHICALLY!
X-MEN!
BREAK OFF YOUR SEARCH. I HAVE A LOCATION ON ROGUE. SHE IS ALIVE AND ESSENTIALLY WELL.
YOU PINPOINTED HER WITH CEREBRO, SIR?
ACTUALLY, CYCLOPS, I HAVE JUST RECEIVED A TELEPHONE CALL INFORMING ME OF HER WHEREABOUTS...
"...IN THE CITY OF HAMMER BAY...
"...CAPITAL OF THE ISLAND NATION OF GENOSHA."
BOOM!
WHOA!
OH! OH! OW!
SORRY ABOUT THE SMELL, X-MAN. WE HAD TO USE A WHIFF OF AMMONIA TO WAKE YOU.
YOU'RE ANDERSON.
CHIEF MAGISTRATE, YES. YOU REMEMBER ME.
THIS A PRISON HOSPITAL?
THE ORDINARY VARIETY. CONTRARY TO POPULAR BELIEF, GENOSHA REALLY IS A FREE COUNTRY.
BOOM!
EVEN FOR MUTANTS?
YOU SHOULD KNOW, ROGUE, SINCE YOU X-MEN HELPED BRING THAT ABOUT.
WHAT'S THAT?!
WE NEED YOU, ROGUE. EVEN THOUGH YOU'RE HURT.
A SUPER-POWERED TERRORIST CADRE'S STAGING RANDOM ATTACKS THROUGHOUT THE CITY.
MY MAGISTRATES CAN'T COPE.
INNOCENT LIVES HAVE ALREADY BEEN LOST.


WHO ARE THEY, CHIEF? WHAT'RE THEY AFTER?!!
WHOA!
BOOM!!
ACTUALLY, ROGUE, WE WANT YOU.
EITHER BY OUR SIDE...
... OR AT OUR FEET.
BUSTER--
--THAT ANSWER'S AS EASY FOR ME T' GIVE...
... AS IT'S GONNA BE PAINFUL FOR Y'ALL T' RECEIVE!
HAD YOUR CHANCE, GOODER.
MADE YOUR CHOICE.


NOW YOU PAY THE PRICE!
HE'S GROWIN'--
--IN SIZE, STRENGTH AN' SPEED--!
AH'M CAUGHT!
HE'S WEARIN' GLOVES, TOO, DARN HIM. MEANS AH CAN'T TOUCH MY SKIN T' HIS...
...AN' ABSORB HIS POWERS.
AH DON'T THINK FAST, AN' ACT FASTER, AH'M AS GOOD AS SQUISHED!
ZAM!
THAT, SIR, IS NO WAY TO TREAT A LADY.
OR ROGUE NEITHER, HEIN?
MYOMY, TALK ABOUT A MAN WHO LOVES TO LIVE DANGER-OUSLY.
WHOEVER YOU PEOPLE ARE, WHER-EVER YOU COME FROM...
...SURRENDER OR SUFFER THE CONSEQUENCES.
TRAITORS!
GENOSHA BRED MUTANTS AS SLAVES.
THEY TRIED TO DESTROY YOU X-MEN.
YET NOW YOU DEFEND THEM!
GENOSHAN GOV'MENT DID THOSE NASTIES, CHERE.
GOV'MENT CHANGED. POLICIES CHANGED WIT' IT.


B'SIDES, WAY WE HEAR YOU TALKIN' T' ROGUE...
...DON'T SOUND LIKE YOU MUCH BETTER.
WE STAND FOR THE ONLY CAUSE WHICH GIVES OUR PEOPLE A DECENT HOPE OF SURVIVAL, X-MAN--
-- THAT OF MUTANT SUPREMACY!
WE ARE THE NEXT GENERATION OF HUMANITY, AND WE WILL NOT BE CHEATED OF OUR RIGHTFUL INHERITANCE!
I'VE ALTERED YOUR MOLECULAR STRUCTURE, DELGADO...
...TO MAKE IT VIRTUALLY AS DENSE AS ADAMANTIUM.
FOR WHAT YOU LOSE IN SPEED AND AGILITY, YOU'LL MORE THAN MAKE UP FOR IN STRENGTH.
"DELGADO"? THERE WAS A MAJOR HARRY DELGADO COMMANDING THE SHIELD PURSUIT FORCE THAT WAS CAPTURED BY MAGNETO.
COINCIDENCE?
DIFFERENT GUY, SAME NAME.
OR MAYBE THE MAJOR WAS A SLEEPER, WORKIN' WITH THE CLOWNS HE WAS SUPPOSEDLY CHASIN'?
OR MAYBE HE SWITCHED SIDES.
OR MAYBE SOMEBODY MADE HIM.
HOWEVER THE MAN CAME HERE, BEAST, HE MEANS BUSINESS.
WE CAN FIGURE OUT THE BACK-STORY AFTER WE TAKE HIM DOWN.


I HAVE THE FLYER!
I COULD MORE EASILY DO THIS TELEPATHICALLY, FROM A DISTANCE.
BUT I LIKE THE THRILL OF PHYSICAL COMBAT.
"LIKE IT"-- I CRAVE IT. HOW DOES WOLVERINE CALL IT-- AM I AN "ACTION JUNKIE"?
SOMETHING TO WATCH OUT FOR.
IT'S A TEMPTATION A FOE COULD LEARN TO USE AGAINST ME.
POOR DEAR. I CLOUDED HIS MIND JUST ENOUGH...
...TO MAKE HIM THINK HE WAS RACING FOR OPEN SKY.
THE IMPACT ISN'T FATAL, BUT AFTER ALL THE HARM THESE WRETCHES HAVE ALREADY CAUSED, I DEARLY HOPE IT HURTS.
I CAN'T PLACE THE FACE, BUB, BUT YOUR SCENT'S AWFULLY FAMILIAR.
GIVEN THE CHEAP CIGARS YOU FAVOR, MISANTHROPE...
...I'M SURPRISED YOU CAN SMELL ANYTHING AT ALL.
WOLVERINE! HE'S THE LEADER, WE NEED HIM ALIVE!
THAT'S A MATTER OF OPINION.
AN' AT THE MOMENT, MINE'S AS NEGATIVE AS IT GETS.
UNLESS YOU CAN GIVE ME A REASON TO CHANGE MY MIND.
THERE'S NO NEED FOR SUCH MELO-DRAMA, X-MAN.
I HAVE NOTHING TO HIDE.
INDEED, I AND MINE ARE AS PROUD OF OUR AFFILIATION AS YOU OF YOURS.

CYCLOPS!

MAGNETO!

ALTHOUGH THIS INCIDENT OCCURRED WITHOUT MY KNOWLEDGE OR PERMISSION, THESE ACOLYTES HAVE PLEDGED THEMSELVES TO MY CAUSE AND SERVICE.

I SHALL NOT ABANDON THEM, ESPECIALLY FOR WHAT PASSES FOR JUSTICE IN A SLAVE STATE SUCH AS GENOSHA.

WITH YOUR POWER, I SUPPOSE YOU COULD EASILY REPAIR THE DAMAGE THEY'VE DONE--

--BUT WHAT ABOUT THE LIVES THAT WERE LOST. HOW DO YOU PUT THAT RIGHT?

ONLY MAGISTRATES WERE SLAIN OR INJURED. I COULD SAY THAT IS MERELY JUST RETRIBUTION FOR THE HORRORS THEY INFLICTED UNTIL RECENTLY ON GENOSHA'S MUTANT CITIZENRY.

THEY ACTED IN AN EXCESS OF ZEAL, THAT IS WRONG. AND SINCE I ACCEPT RESPONSIBILITY FOR THEIR ACTIONS, HOWEVER MISGUIDED, I SHALL DETERMINE THEIR APPROPRIATE PUNISHMENT.

LAWS WRITTEN BY HUMANS **FOR** HUMANS, WOLVERINE, AS OUT-OF-DATE AS THE RACE THAT CREATED THEM. A NEW GENERATION IS BEING BORN, AND WITH IT MUST COME A NEW WORLD ORDER.

WHAT WE GOT HERE, BUB, A NEW TWIST ON THE DIVINE RIGHT OF KINGS?

YOU FIGURE, SINCE YOU LIVE ABOVE THE WORLD, THAT PUTS YOU ABOVE ITS LAW AS WELL?

ALL MY LIFE, I HAVE SEEN PEOPLE SLAUGHTERED WHOLESALE FOR NO MORE REASON THAN THE DEITY THEY WORSHIPPED, OR THE COLOR OF THEIR SKIN-- OR THE PRESENCE IN THEIR DNA OF AN EXTRA, SPECIAL GENE.

I CANNOT CHANGE THE WORLD BUT I CAN--AND **WILL**--ENSURE THAT MY RACE WILL NEVER AGAIN SUFFER FOR ITS FEAR AND PREJUDICE.

HENCEFORTH, I DECLARE ASTEROID M A **SOVEREIGN WORLD**. HOME AND HAVEN TO MUTANT-KIND.

IF YOU ARE BORN HOMO SAPIENS SUPERIOR, THEN YOU ARE AUTOMATICALLY A CITIZEN, ENTITLED TO SAFE HAVEN ABOVE AND SECURITY BELOW.

EVEN YOU X-MEN--EVEN YOUR MENTOR, MY OLD FRIEND, CHARLES XAVIER--ARE **WELCOME** HERE.

BUT MARK THIS AND MARK IT WELL--

--HARM DONE AGAINST **ANY** MUTANT IS HARM DONE TO **ME**.

AND I SHALL RESPOND ACCORDINGLY.

PROFESSOR XAVIER'S SCHOOL...

I DON'T THINK **ANY** OF THE GREAT POWERS ARE GOIN' T' SIT STILL F'R SUCH AN ULTIMATUM. SOME IDIOT SOMEWHERE'S **SURE** T' CHALLENGE HIM. AN' THEN, I FEAR, WE'LL SEE SOME FIREWORKS.

SORRY T' INTRUDE, **DR. MacTAGGART,** MA'AM. BUT YE'VE BEEN CLOSETED DOWN IN YOUR LAB F'R SO LONG, WITHOUT WORD OR EVEN A BITE T' EAT, I WAS STARTIN' T' WORRY.

MOIRA? WHAT AILS YOU, *ACCUSHLA*? HAVE YE BEEN CRYIN'?!

OH, SEAN, FORGIVE ME.

I DINNA KEN WHAT COULD'VE POSSESSED ME. LORD MY LORD, WHAT HAVE I DONE?!

THIS TERRIBLE THING THAT'S HAPPENING--

--BANSHEE, IT'S ALL MY FAULT!

NEXT:

FIRESTORM!

A VILLAINS Gallery

JIMLEE © WILLIAMS


A
BLAST
FROM THE
PAST


IMAGE
LEE
Wish you were here!


LEE
WILLIAMS
WEAPON X
CLASSIFIED
THINGS TO COME

X-MEN SKETCHBOOK

BY JIM LEE

NEW DESIGNS for OLD FAVORITES: XAVIER, ROGUE and CYCLOPS

Works in progress on OMEGA RED, a new character set to debut in X-MEN #4.

Early design for the Acolyte FABIAN CORTEZ


...and the BEST is yet to COME!
JIMLEE & SCOTT WILLIAMS


MARVEL COMICS
X-MEN
© 1991 MARVEL ENT GROUP INC
$1.00 US
$1.25 CAN
2
NOV
01772
APPROVED BY THE COMICS CODE
AUTHORITY
MAGNETO
TRIUMPHANT
JIMLEE
WILLIAMS


STAN LEE PRESENTS
FIRESTORM
By CHRIS CLAREMONT & JIM LEE
I SAY AGAIN, X-MEN--
--THESE ACOLYTES HAVE PLEDGED THEMSELVES TO MY SERVICE AND MY CAUSE.
I SHALL NOT ABANDON THEM.
SCOTT WILLIAMS INKER
JOE ROSAS COLORIST
TOM ORZECHOWSKI LETTERER
BOB HARRAS EDITOR
TOM DeFALCO FIRECHIEF

HAMMER BAY, CAPITAL CITY OF THE INDIAN OCEAN NATION OF GENOSHA, AMIDST THE RUINS OF THE CENTRAL MEDICAL FACILITY...

THEY ACTED IN AN EXCESS OF ZEAL. IF SO...

...I-- AND I ALONE-- SHALL DETERMINE THEIR APPROPRIATE PUNISHMENT.

VORHIES

EMERGE

PARDON MY ASKING, M'SIEU--

--BUT WHO DIED AN' MADE YOU GOD?

MAGNETO-- DON'T DO THIS!

YOU'RE PLAYIN' RIGHT INTO THE HANDS OF EVERY DEMAGOGUE WHO B'LIEVES MUTANTS OUGHT'A BE WIPED OFF THE FACE O' THE EARTH!

HE DOESN'T CARE, ROGUE.

ABOUT YOUR WORDS ANY MORE THAN THE FACT HIS PEOPLE JUST LAID WASTE TO THE HEART OF A CITY-- TO A HOSPITAL NO LESS!

WHY SHOULD THE MASTER OF MAGNETISM-- SELF-APPOINTED LEADER OF MUTANTKIND-- CARE A WHIT ABOUT THE LIVES, AND DEATHS, OF ORDINARY HUMAN BEINGS?

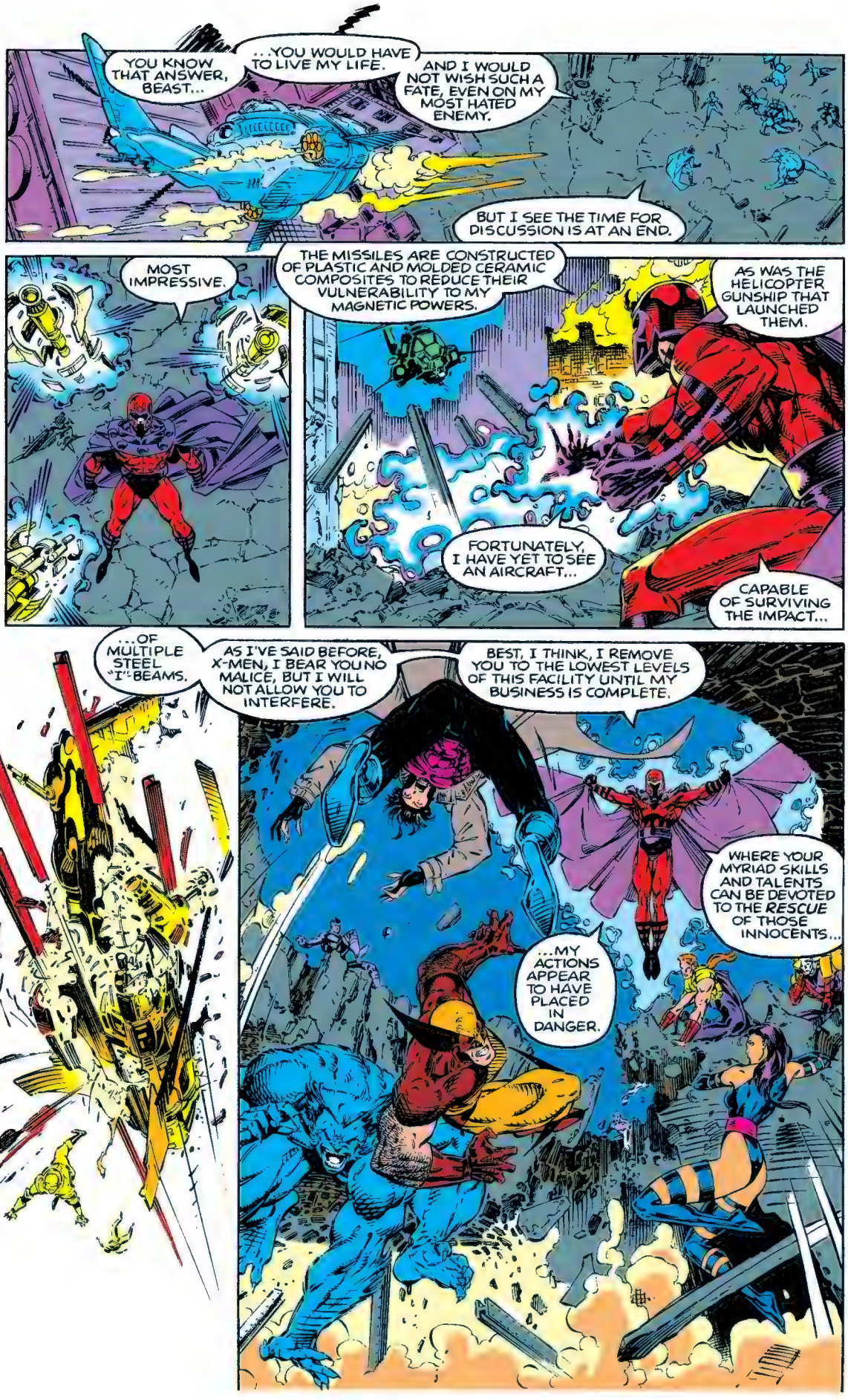
AS ALWAYS, CYCLOPS, YOU SEE ME AS YOU WISH. AND WHO KNOWS, PERHAPS THAT IS AS I TRULY AM-- ABOUT THAT, YOU ARE QUITE CORRECT, I DO NO LONGER CARE.

ABOUT THE DEVASTATION, SOME MIGHT CALL IT FIT PUNISHMENT FOR A STATE WHOSE PROSPERITY WAS BUILT ON THE BACKS OF MUTANT SLAVES!

THE GENOSHANS HAVE ACCEPTED RESPONSIBILITY FOR WHAT THEY'VE DONE, MAGNETO; THEY'VE RESOLVED TO MAKE AMENDS.

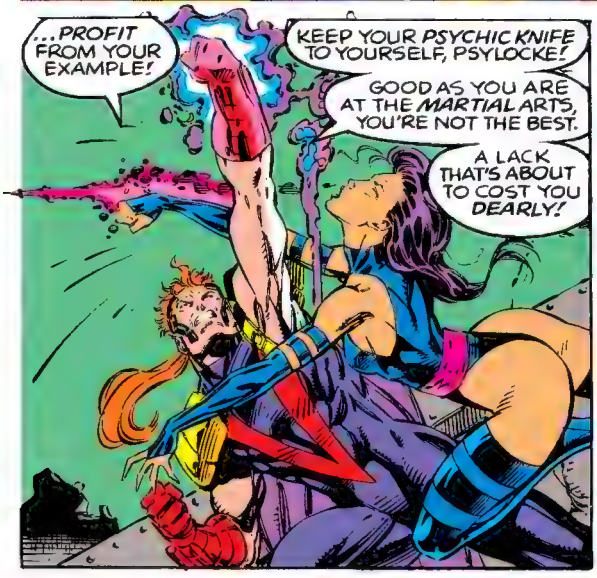
THEY'VE CHANGED-- FOR THE BETTER!

WHY IS IT YOU'RE GOING THE OTHER DIRECTION?


YOU KNOW THAT ANSWER, BEAST...
...YOU WOULD HAVE TO LIVE MY LIFE.
AND I WOULD NOT WISH SUCH A FATE, EVEN ON MY MOST HATED ENEMY.
BUT I SEE THE TIME FOR DISCUSSION IS AT AN END.
MOST IMPRESSIVE.
THE MISSILES ARE CONSTRUCTED OF PLASTIC AND MOLDED CERAMIC COMPOSITES TO REDUCE THEIR VULNERABILITY TO MY MAGNETIC POWERS.
AS WAS THE HELICOPTER GUNSHIP THAT LAUNCHED THEM.
FORTUNATELY, I HAVE YET TO SEE AN AIRCRAFT...
CAPABLE OF SURVIVING THE IMPACT...
...OF MULTIPLE STEEL "I"-BEAMS.
AS I'VE SAID BEFORE, X-MEN, I BEAR YOU NO MALICE, BUT I WILL NOT ALLOW YOU TO INTERFERE.
BEST, I THINK, I REMOVE YOU TO THE LOWEST LEVELS OF THIS FACILITY UNTIL MY BUSINESS IS COMPLETE.
WHERE YOUR MYRIAD SKILLS AND TALENTS CAN BE DEVOTED TO THE *RESCUE* OF THOSE INNOCENTS...
...MY ACTIONS APPEAR TO HAVE PLACED IN DANGER.


NO MATTER HOW MUCH AH CARE 'BOUT YOU, MAGNETO...
...AH CAN'T LET YOU GET AWAY WITH THIS!
AND HOW, PRAY TELL, SWEET ROGUE...
...WILL YOU STOP ME?


THAT'S THE SPIRIT, LORD!
PUT THESE ARROGANT UPSTARTS IN THEIR PROPER PLACE, ONCE AND FOR ALL!
INDEED, LET WE WHO REVERE AND FOLLOW YOU, EVEN UNTO DEATH...


...PROFIT FROM YOUR EXAMPLE!
KEEP YOUR PSYCHIC KNIFE TO YOURSELF, PSYLOCKE!
GOOD AS YOU ARE AT THE MARTIAL ARTS, YOU'RE NOT THE BEST.
A LACK THAT'S ABOUT TO COST YOU DEARLY!


I AM FABIAN CORTEZ!
A MUTANT LIKE YOURSELF.
WOULD YOU LIKE A TASTE OF MY POWER?

ARRGH

DEVASTATION IS TOO TAME A WORD TO DESCRIBE THE SCENE IN HAMMER BAY...

GE

A GREEN AN PLEASANT L

LIVE CHARLES GEOFFREY GENOSHA

...AS THIS NATION, WHICH HAS ONLY BEGUN TO RECOVER FROM ITS RECENT ALL-OUT CONFRONTATION WITH THE MUTANT BAND KNOWN AS THE X-MEN...

HE'S REFERRING TO THE INCIDENT WE'VE CODE-NAMED, "X-TINCTION AGENDA."

ROM THE USSR GBN

NORTHERN HEMISPHERE LOOKS LIKE IT'S GOT ITS HANDS FULL, TOO.

AWFULLY *DROLL* WAY, COLONEL FURY...

...OF REFERRING TO THE FIRST HOSTILE DETONATION IN EARTH'S ATMOSPHERE SINCE THE SECOND WORLD WAR...

...OF A *NUCLEAR WEAPON.*

IN *SOVIET* AIRSPACE, COLONEL--

--WITH THE RUSSIAN PEOPLE BEARING THE AWFUL CONSEQUENCES!

ELECTRONICS SYSTEMS DISRUPTED ACROSS THE CONTINENT, THANKS TO THE ELECTROMAGNETIC PULSE.

CONTAMINATION TO THE BIOSPHERE FROM THE RELEASE OF MORE CONCENTRATED RADIOACTIVITY AND FALLOUT THAN WAS GENERATED BY THE CHERNOBYL DISASTER!

I READ THE BRIEFING PAPERS, COMRADE ALEXYEV.

AN' NO, *DR. COOPER*, I WASN'T MAKIN' FUN, JUST AN OBSERVATION.

FACT IS, WE GOT OURSELVES A *CRISIS SITUATION* HERE. WE GOTTA DEFUSE IT...

...OR LET IT *ESCALATE* INTO SOMETHING WE'LL *ALL* REGRET?

THE *PEOPLE'S REPUBLIC* VEHEMENTLY OPPOSES ANY VIOLENT RESOLUTION OF THIS SITUATION. RATHER, WE WOULD PREFER TO *WELCOME* MAGNETO INTO THE FAMILY OF NATIONS.

THIS IS *CHIEF MAGISTRATE ANDERSON, IN GENOSHA!*

HAVE YOU GOT EYES? CAN'T YOU *SEE?!*

WHILE YOU IDIOTS ARE BLITHERING AT THE UNITED NATIONS, MAGNETO IS DESTROYING MY COUNTRY!

AND BECAUSE OF THE STRICTURES LAID DOWN BY YOU AFTER THE X-TINCTION MESS, MY TROOPS ARE POWERLESS TO STOP HIM! WE'RE BEING *MASSACRED!*

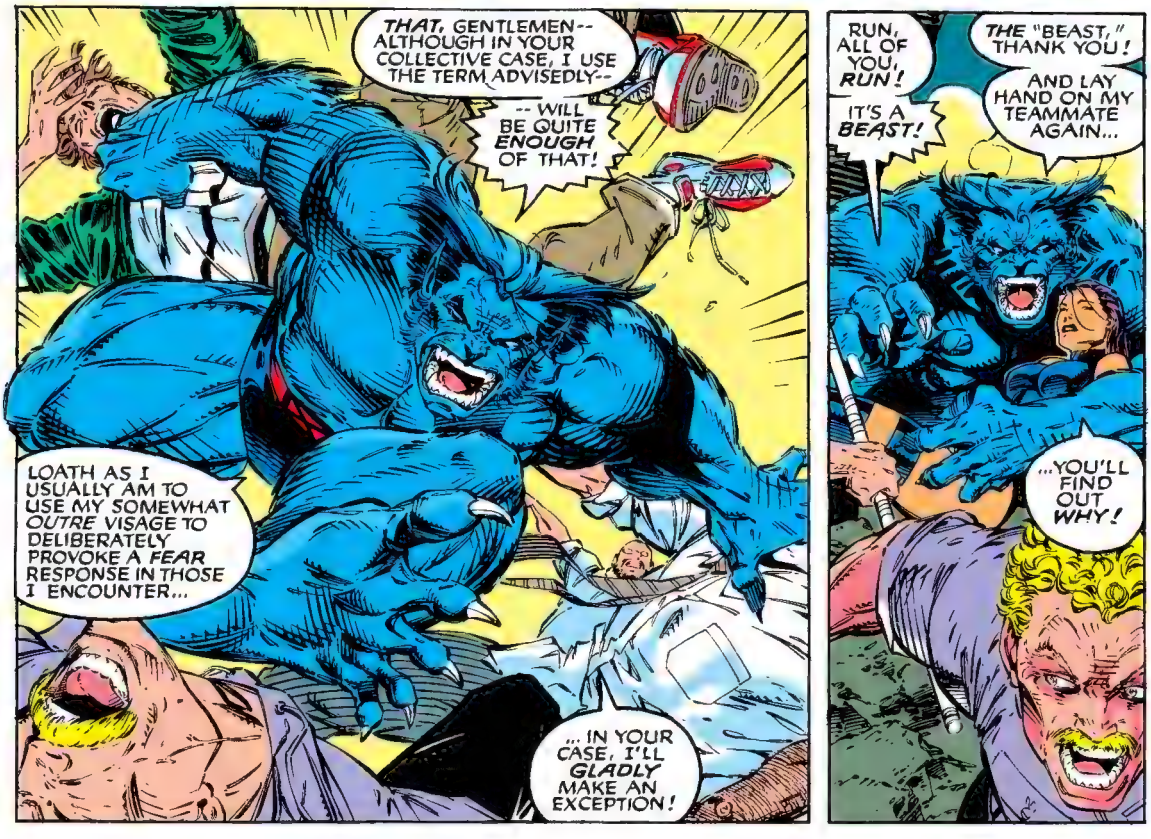
THE UNION OF SOVIET SOCIALIST REPUBLICS WILL NOT ALLOW A REPEAT OF WHAT HAS JUST HAPPENED TO US AND TO GENOSHA.

MY GOVERNMENT *DEMANDS* FULL AND IMMEDIATE IMPLEMENTATION OF THE *MAGNETO PROTOCOLS.*

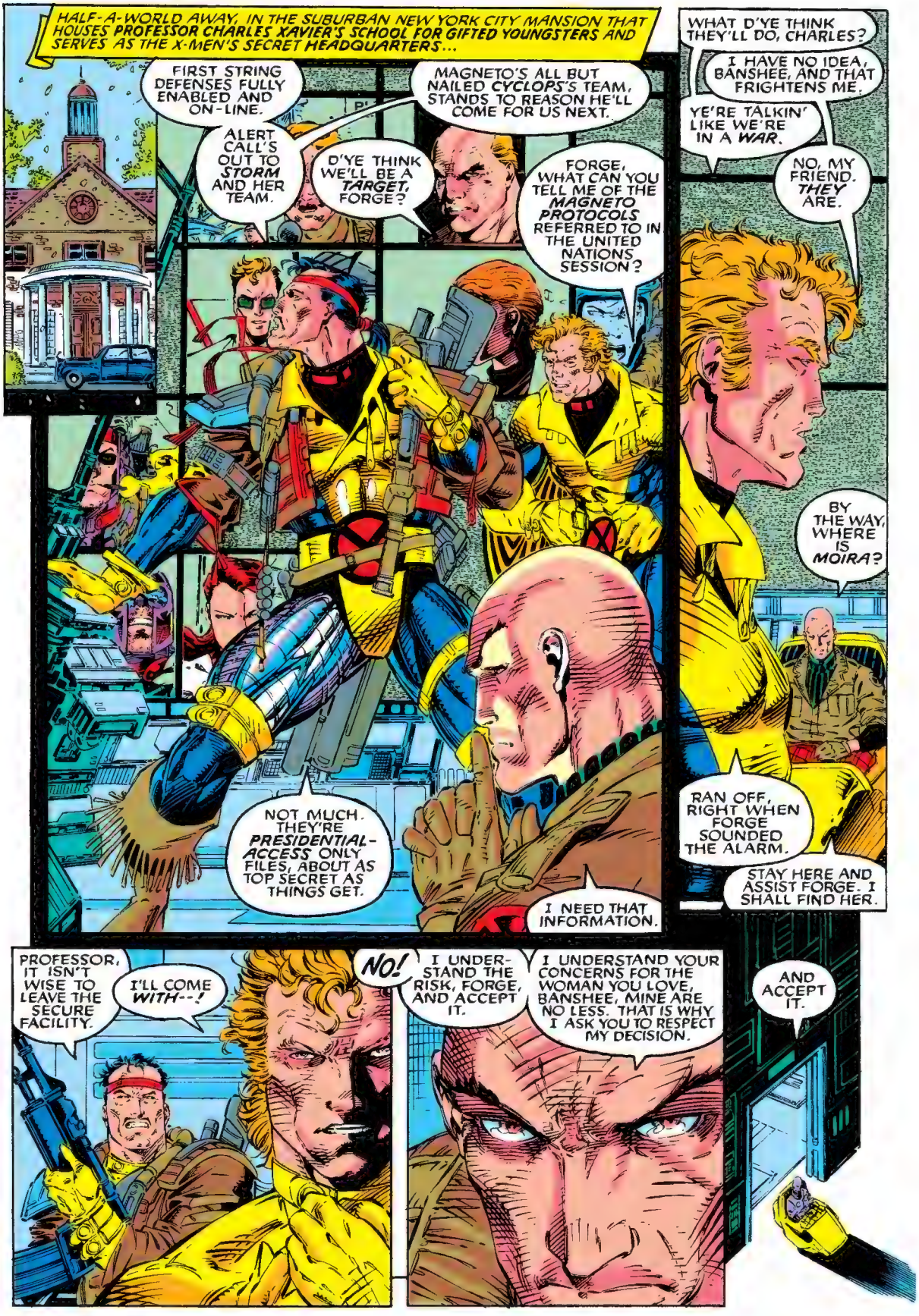
WHAT ABOUT THE RISK?

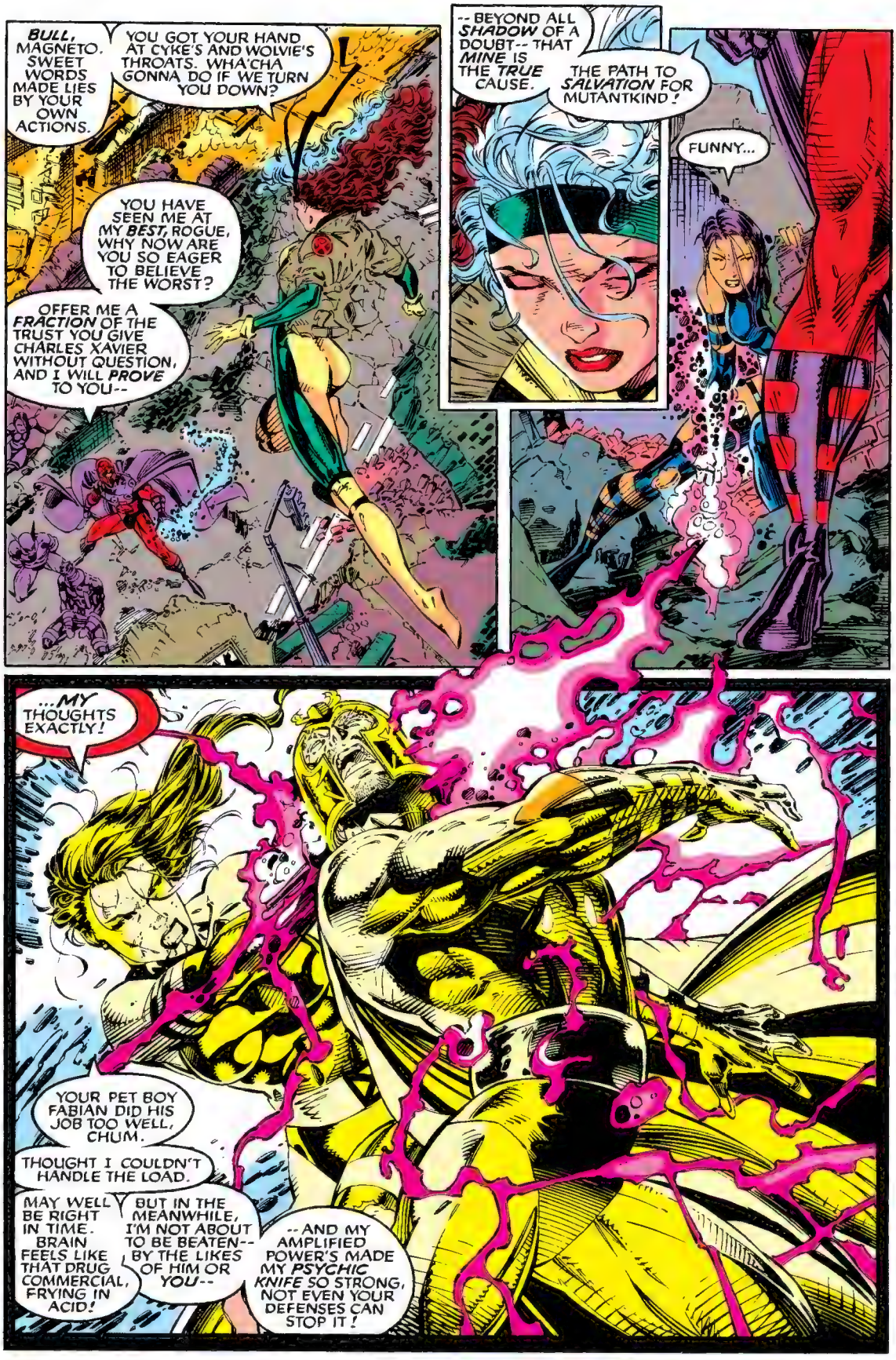
IF NECESSARY, COLONEL FURY, WE WILL ACT ALONE. BUT *ACT*, WE *SHALL!*


SO MANY THOUGHTS!
MUTIE!
HELP ME!
SAVE ME!
HURT!
SMASHING THROUGH MY HEAD--
GET THAT RING OFF THE BODY!
THEY'RE KILLING US!
--I CAN'T KEEP THEM OUT!
CURSED GENE-JOKES!
HATE 'EM!
KILL 'EM ALL!
HATE 'EM!
MUTIES!
THERE'S ONE!
HATE 'EM!
TEAR HER DOWN!
MUTIE!
HATE 'EM!
BEAT THE WITCH BLOODY!
ONLY GOOD MUTIE'S A DEAD MUTIE!

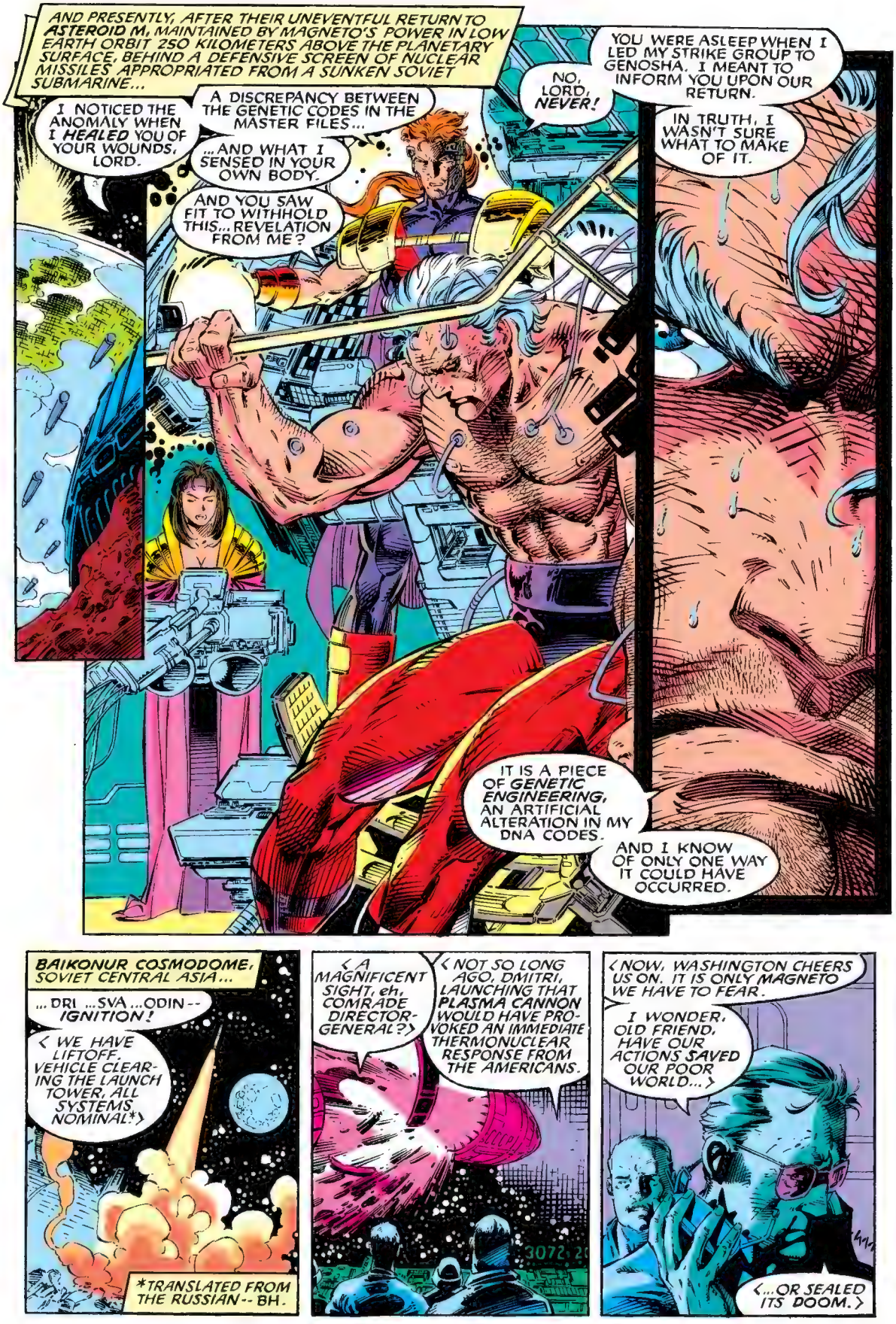

THAT, GENTLEMEN--ALTHOUGH IN YOUR COLLECTIVE CASE, I USE THE TERM ADVISEDLY--
-- WILL BE QUITE ENOUGH OF THAT!
LOATH AS I USUALLY AM TO USE MY SOMEWHAT OUTRE VISAGE TO DELIBERATELY PROVOKE A FEAR RESPONSE IN THOSE I ENCOUNTER...
... IN YOUR CASE, I'LL GLADLY MAKE AN EXCEPTION!
RUN, ALL OF YOU, RUN!
IT'S A BEAST!
THE "BEAST," THANK YOU!
AND LAY HAND ON MY TEAMMATE AGAIN...
...YOU'LL FIND OUT WHY!

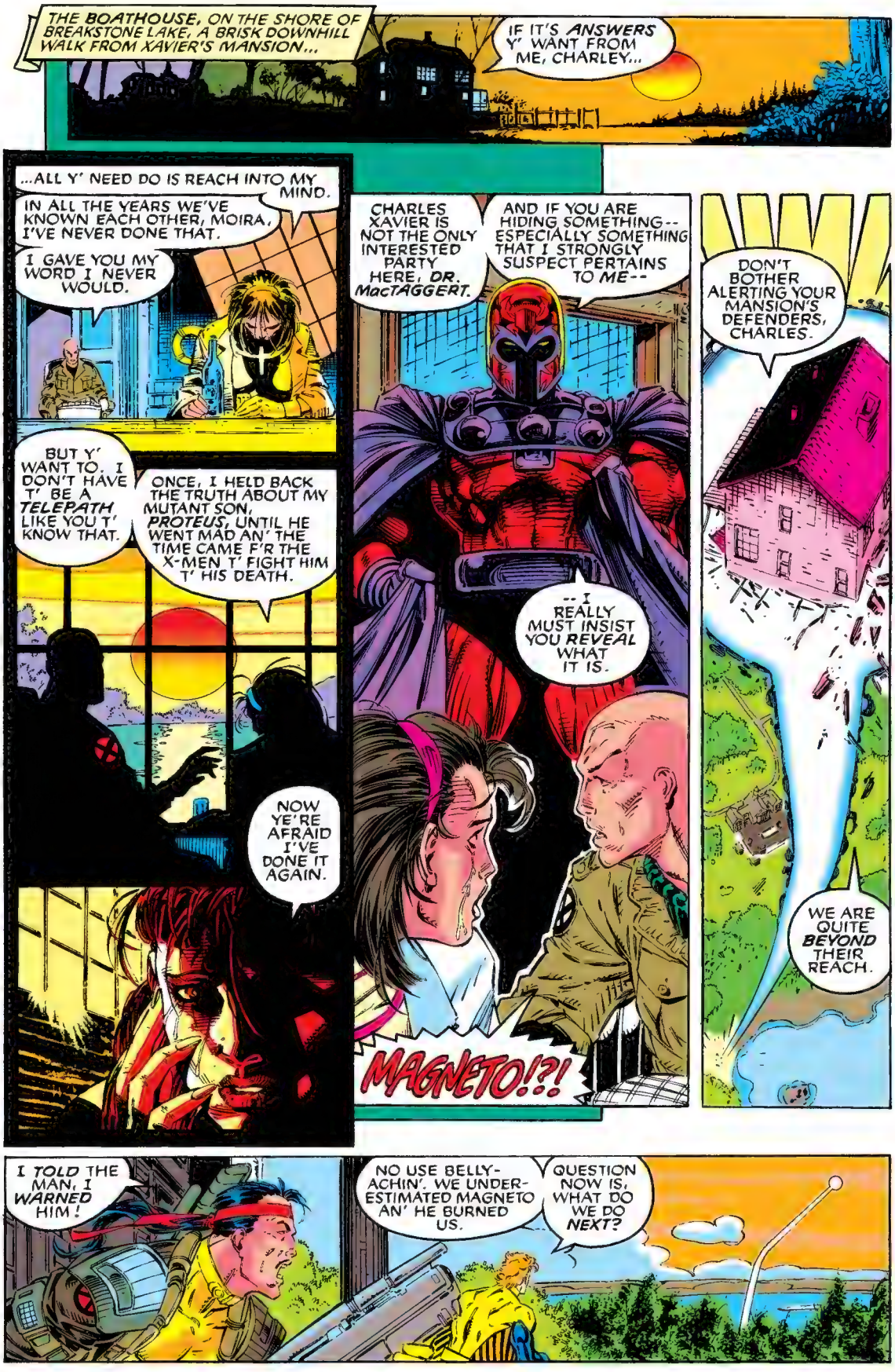

WHAT A NASTY LITTLE TEMPER YOU HAVE THERE, FUR-BALL.
YOU MAY WELL HAVE SAVED YOUR FRIEND-- THOUGH I DOUBT IN HER PRESENT STATE, SHE'D CONSIDER THAT A BLESSING--
-- BUT I'LL WAGER AT THE COST OF THE X-MEN'S GOOD AND HEROIC REPUTATION. FAIR TRADE-OFF, D'YOU THINK?
WHAT DID YOU DO TO HER, ACOLYTE?!
WHY, WHAT COMES NATURALLY, X-MAN!
I ENHANCED PSYLOCKE'S TELEPATHIC POWER TO ITS ULTIMATE EXTENT. SHE'S PROBABLY IN DIRECT CONTACT WITH EVERY SENTIENT MIND ON THE ISLAND.
TENS OF MILLIONS OF PEOPLE-- D'YOU THINK HER POOR WEE SKULL CAN HANDLE THE LOAD?
PROB'LY A WHOLE LOT BETTER, SLUG...
...THAN YOU CAN, MY QUARTER-STAFF!
STOP!
WITH A WHOLE WORLD SCREAMING FOR MUTANT BLOOD...
...WE CANNOT AFFORD TO WASTE OUR ENERGIES FIGHTING AMONGST OURSELVES.
STRANGE, WE ALWAYS FIGURED WE WERE STANDING AGAINST INJUSTICE.
THEN, BEAST, YOUR PLACE SHOULD BE BY MY SIDE.
FOR WHAT GREATER INJUSTICE CAN THERE BE THAN A PEOPLE WHO WOULD HATE AND EVEN DESTROY THEIR CHILDREN...
...SIMPLY BECAUSE THEY EXIST?
AND YOU'RE ANY DIFFERENT?
YOUR LEADERS ARE BEATEN, YOUR CAUSE LOST. I CALL ON YOU TO YIELD.

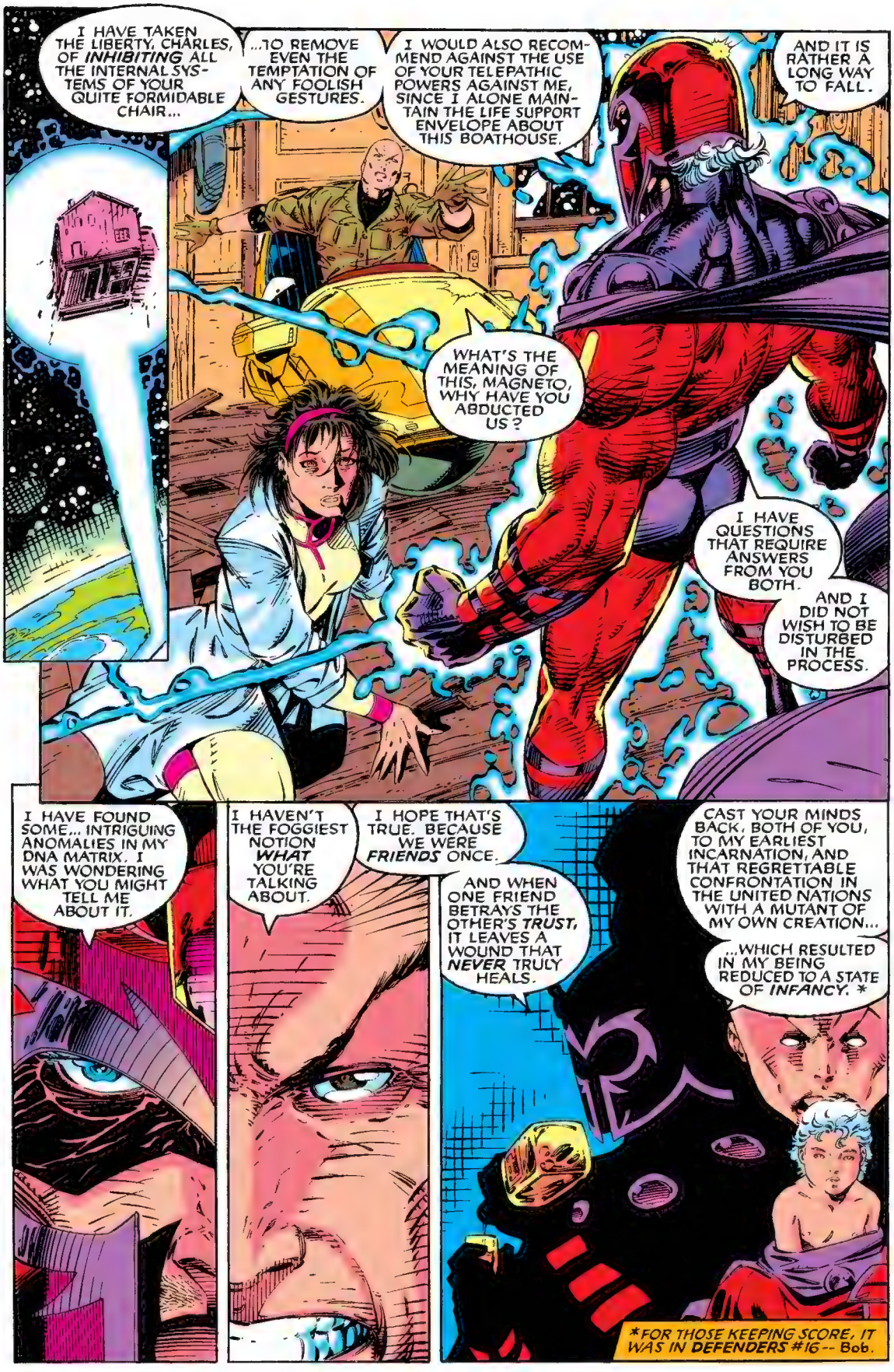

HALF-A-WORLD AWAY, IN THE SUBURBAN NEW YORK CITY MANSION THAT HOUSES PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS AND SERVES AS THE X-MEN'S SECRET HEADQUARTERS...
FIRST STRING DEFENSES FULLY ENABLED AND ON-LINE.
ALERT CALL'S OUT TO STORM AND HER TEAM.
D'YE THINK WE'LL BE A TARGET, FORGE?
MAGNETO'S ALL BUT NAILED CYCLOPS'S TEAM, STANDS TO REASON HE'LL COME FOR US NEXT.
FORGE, WHAT CAN YOU TELL ME OF THE MAGNETO PROTOCOLS REFERRED TO IN THE UNITED NATIONS SESSION?
NOT MUCH. THEY'RE PRESIDENTIAL-ACCESS ONLY FILES, ABOUT AS TOP SECRET AS THINGS GET.
I NEED THAT INFORMATION.
WHAT D'YE THINK THEY'LL DO, CHARLES?
I HAVE NO IDEA, BANSHEE, AND THAT FRIGHTENS ME.
YE'RE TALKIN' LIKE WE'RE IN A WAR.
NO, MY FRIEND. THEY ARE.
BY THE WAY, WHERE IS MOIRA?
RAN OFF, RIGHT WHEN FORGE SOUNDED THE ALARM.
STAY HERE AND ASSIST FORGE. I SHALL FIND HER.
PROFESSOR, IT ISN'T WISE TO LEAVE THE SECURE FACILITY.
I'LL COME WITH--!
NO!
I UNDERSTAND THE RISK, FORGE, AND ACCEPT IT.
I UNDERSTAND YOUR CONCERNS FOR THE WOMAN YOU LOVE, BANSHEE, MINE ARE NO LESS. THAT IS WHY I ASK YOU TO RESPECT MY DECISION.
AND ACCEPT IT.


BULL, MAGNETO. SWEET WORDS MADE LIES BY YOUR OWN ACTIONS.
YOU GOT YOUR HAND AT CYKE'S AND WOLVIE'S THROATS. WHA'CHA GONNA DO IF WE TURN YOU DOWN?
YOU HAVE SEEN ME AT MY BEST, ROGUE, WHY NOW ARE YOU SO EAGER TO BELIEVE THE WORST?
OFFER ME A FRACTION OF THE TRUST YOU GIVE CHARLES XAVIER WITHOUT QUESTION, AND I WILL PROVE TO YOU--
-- BEYOND ALL SHADOW OF A DOUBT-- THAT MINE IS THE TRUE CAUSE.
THE PATH TO SALVATION FOR MUTANTKIND!
FUNNY...
...MY THOUGHTS EXACTLY!
YOUR PET BOY FABIAN DID HIS JOB TOO WELL, CHUM.
THOUGHT I COULDN'T HANDLE THE LOAD.
MAY WELL BE RIGHT IN TIME. BRAIN FEELS LIKE THAT DRUG COMMERCIAL, FRYING IN ACID!
BUT IN THE MEANWHILE, I'M NOT ABOUT TO BE BEATEN-- BY THE LIKES OF HIM OR YOU--
-- AND MY AMPLIFIED POWER'S MADE MY PSYCHIC KNIFE SO STRONG, NOT EVEN YOUR DEFENSES CAN STOP IT!

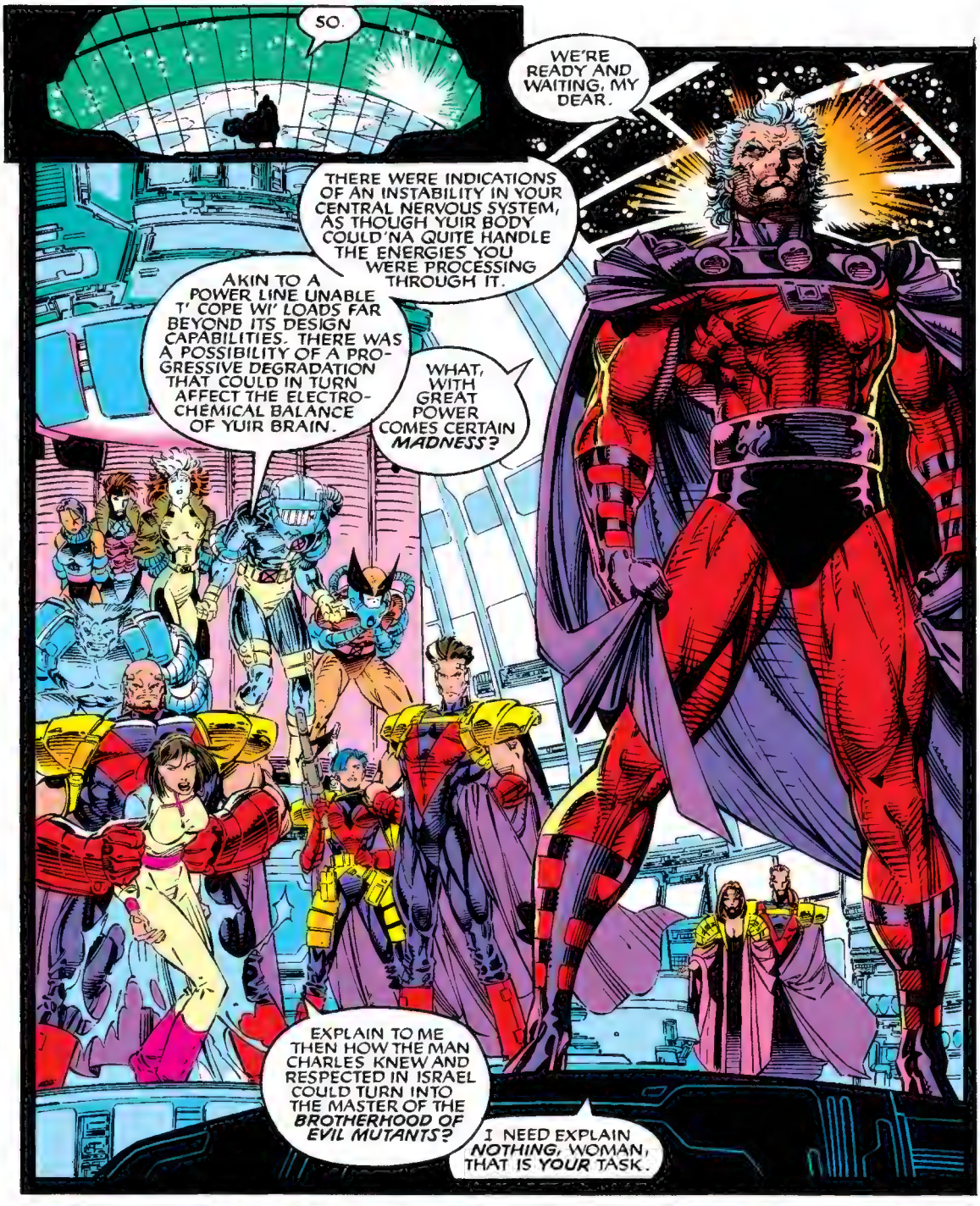

THE FORCE OF THE MAN--!
ONLY HAVE AN EDGE BECAUSE I CAUGHT HIM OFF-GUARD.
UNDER NORMAL CIRCUMSTANCES, AT MY NORMAL LEVELS, I DOUBT I COULD COME EVEN CLOSE TO HURTING HIM.
HOLD HIM A SEC LONGER, BETTS.
YOU BROUGHT HIM DOWN, AH'LL TAKE HIM
OWUHW
!?!
Ah--THE ACOLYTE CALLED CHROME!
FORGIVE ME, LORD, FOR NOT COMING SOONER TO YOUR ASSISTANCE.
BETTER LATE THAN NEVER.
ARE THEY ALIVE?
FROZEN IN A TRANSI-TORY STATUE STATE.
LEAVE THEM AS THEY ARE, THEN, UNTIL WE RETURN TO ASTEROID M.
AT WHICH POINT, I SHALL DETERMINE THEIR ULTIMATE FATE.
AND YOURS, CORTEZ.
NONE OF THIS WOULD HAVE HAPPENED HAD YOU NOT MOUNTED THIS ATTACK.
I SOUGHT ONLY TO DEMONSTRATE MY WORTHI-NESS, LORD, AND YOUR ACOLYTES' CAPABILI-TIES.
IN BOTH THEN, YOU HAVE FAILED.
DO NOT DO SO A SECOND TIME.
BEFORE YOU PASS JUDGMENT, LORD, I HAVE UNCOVERED SOME INFOR-MATION I BELIEVE YOU OUGHT TO KNOW

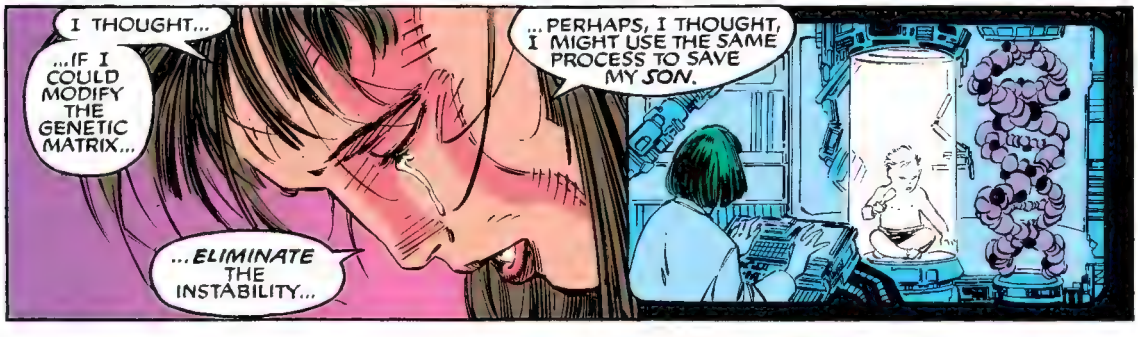

AND PRESENTLY, AFTER THEIR UNEVENTFUL RETURN TO ASTEROID M, MAINTAINED BY MAGNETO'S POWER IN LOW EARTH ORBIT 250 KILOMETERS ABOVE THE PLANETARY SURFACE, BEHIND A DEFENSIVE SCREEN OF NUCLEAR MISSILES APPROPRIATED FROM A SUNKEN SOVIET SUBMARINE...
I NOTICED THE ANOMALY WHEN I HEALED YOU OF YOUR WOUNDS, LORD.
A DISCREPANCY BETWEEN THE GENETIC CODES IN THE MASTER FILES...
...AND WHAT I SENSED IN YOUR OWN BODY.
AND YOU SAW FIT TO WITHHOLD THIS...REVELATION FROM ME?
NO, LORD, NEVER!
YOU WERE ASLEEP WHEN I LED MY STRIKE GROUP TO GENOSHA. I MEANT TO INFORM YOU UPON OUR RETURN.
IN TRUTH, I WASN'T SURE WHAT TO MAKE OF IT.
IT IS A PIECE OF GENETIC ENGINEERING, AN ARTIFICIAL ALTERATION IN MY DNA CODES.
AND I KNOW OF ONLY ONE WAY IT COULD HAVE OCCURRED.
BAIKONUR COSMODOME, SOVIET CENTRAL ASIA...
...DRI ...SVA ...ODIN-- IGNITION!
<WE HAVE LIFTOFF. VEHICLE CLEARING THE LAUNCH TOWER. ALL SYSTEMS NOMINAL*>
*TRANSLATED FROM THE RUSSIAN-- BH.
<A MAGNIFICENT SIGHT, eh, COMRADE DIRECTOR-GENERAL?>
<NOT SO LONG AGO, DMITRI, LAUNCHING THAT PLASMA CANNON WOULD HAVE PROVOKED AN IMMEDIATE THERMONUCLEAR RESPONSE FROM THE AMERICANS.
<NOW, WASHINGTON CHEERS US ON. IT IS ONLY MAGNETO WE HAVE TO FEAR.
I WONDER, OLD FRIEND, HAVE OUR ACTIONS SAVED OUR POOR WORLD...>
<...OR SEALED ITS DOOM.>


THE BOATHOUSE, ON THE SHORE OF BREAKSTONE LAKE, A BRISK DOWNHILL WALK FROM XAVIER'S MANSION...
IF IT'S ANSWERS Y' WANT FROM ME, CHARLEY...
...ALL Y' NEED DO IS REACH INTO MY MIND.
IN ALL THE YEARS WE'VE KNOWN EACH OTHER, MOIRA, I'VE NEVER DONE THAT.
I GAVE YOU MY WORD I NEVER WOULD.
BUT Y' WANT TO. I DON'T HAVE T' BE A TELEPATH, LIKE YOU T' KNOW THAT.
ONCE, I HELD BACK THE TRUTH ABOUT MY MUTANT SON, PROTEUS, UNTIL HE WENT MAD AN' THE TIME CAME F'R THE X-MEN T' FIGHT HIM T' HIS DEATH.
NOW YE'RE AFRAID I'VE DONE IT AGAIN.
CHARLES XAVIER IS NOT THE ONLY INTERESTED PARTY HERE, DR. MacTAGGERT.
AND IF YOU ARE HIDING SOMETHING-- ESPECIALLY SOMETHING THAT I STRONGLY SUSPECT PERTAINS TO ME--
-- I REALLY MUST INSIST YOU REVEAL WHAT IT IS.
MAGNETO!?!
DON'T BOTHER ALERTING YOUR MANSION'S DEFENDERS, CHARLES.
WE ARE QUITE BEYOND THEIR REACH.
I TOLD THE MAN, I WARNED HIM!
NO USE BELLY-ACHIN'. WE UNDER-ESTIMATED MAGNETO AN' HE BURNED US.
QUESTION NOW IS, WHAT DO WE DO NEXT?

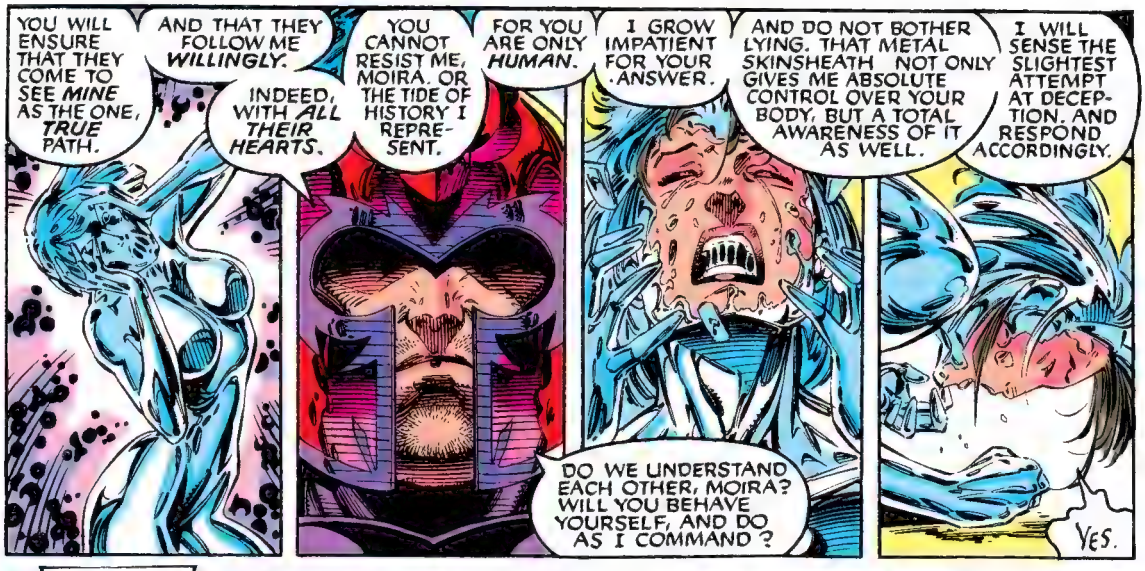

I HAVE TAKEN THE LIBERTY, CHARLES, OF *INHIBITING* ALL THE INTERNAL SYSTEMS OF YOUR QUITE FORMIDABLE CHAIR...
...TO REMOVE EVEN THE TEMPTATION OF ANY FOOLISH GESTURES.
I WOULD ALSO RECOMMEND AGAINST THE USE OF YOUR TELEPATHIC POWERS AGAINST ME, SINCE I ALONE MAINTAIN THE LIFE SUPPORT ENVELOPE ABOUT THIS BOATHOUSE.
AND IT IS RATHER A LONG WAY TO FALL.
WHAT'S THE MEANING OF THIS, MAGNETO, WHY HAVE YOU ABDUCTED US?
I HAVE QUESTIONS THAT REQUIRE ANSWERS FROM YOU BOTH.
AND I DID NOT WISH TO BE DISTURBED IN THE PROCESS.
I HAVE FOUND SOME... INTRIGUING ANOMALIES IN MY DNA MATRIX. I WAS WONDERING WHAT YOU MIGHT TELL ME ABOUT IT.
I HAVEN'T THE FOGGIEST NOTION *WHAT* YOU'RE TALKING ABOUT.
I HOPE THAT'S TRUE. BECAUSE WE WERE *FRIENDS* ONCE.
AND WHEN ONE FRIEND BETRAYS THE OTHER'S *TRUST*, IT LEAVES A WOUND THAT *NEVER* TRULY HEALS.
CAST YOUR MINDS BACK, BOTH OF YOU, TO MY EARLIEST INCARNATION, AND THAT REGRETTABLE CONFRONTATION IN THE UNITED NATIONS WITH A MUTANT OF MY OWN CREATION...
...WHICH RESULTED IN MY BEING REDUCED TO A STATE OF *INFANCY*. *
*FOR THOSE KEEPING SCORE, IT WAS IN **DEFENDERS** #16 -- Bob.


"I WAS THEN ENTRUSTED INTO THE CARE OF MOIRA MacTAGGERT, AND SENT TO LIVE AT HER MUIR ISLE MUTANT RESEARCH CENTER.
"WHO KNOWS, I MIGHT HAVE LIVED A "NORMAL" LIFE, HAD NOT AN AGENT OF THE ALIEN SHI'AR...
"... RESTORED ME TO MY PRIME."*
*UNCANNY X-MEN #104 -- Bob.
THE QUESTION IS, WHAT OCCURRED DURING THE MONTHS I WAS IN YOUR CARE, MOIRA?
I... I DINNA KEN WHAT Y' MEAN.
THAT'S A PITY.
REGRETTABLY, I DON'T BELIEVE YOU.
NEITHER, I'LL WAGER, DOES CHARLES, ALTHOUGH HE'S TOO MUCH OF A GENTLEMAN TO PRESS THE POINT.
I HOWEVER HAVE NO SUCH COMPUNCTIONS.
I SUGGEST YOU SEARCH YOUR SOUL-- RATHER QUICKLY-- AND FIND A BETTER, TRUER ANSWER.
CHARLES!
YOU TALK OF FRIENDSHIP AND TRUST, IS THIS HOW YOU RELAY THEM?
WHERE IS THE GOOD, DECENT--HONORABLE-- MAN TO WHOM I ENTRUSTED MY SCHOOL?!
YOU PROCEEDED FROM A FALSE ASSUMPTION, CHARLES.
THE QUESTION IS NOT WHAT HAPPENED TO THAT MAN YOU DESCRIBE, BUT WHETHER HE EVER EVEN EXISTED?
ONLY DR. MacTAGGERT CAN ANSWER THAT.
AND IF SHE HAS ANY REGARD AT ALL FOR YOUR LIFE, OLD FRIEND...
THAT'S A VACUUM OUT THERE, HE'LL DIE!
THEN SAVE HIM.
PLEASE, DON'T HURT HIM!
IT'S ALMOST TOO LATE.
STOP!
I'LL TELL Y' WHAT Y' WANT TO KNOW, JUST BRING HIM BACK INSIDE, PLEASE, I BEG YOU...
...I'LL TELL Y' EVERY-THING!
I NEVER DOUBTED IT FOR AN INSTANT.

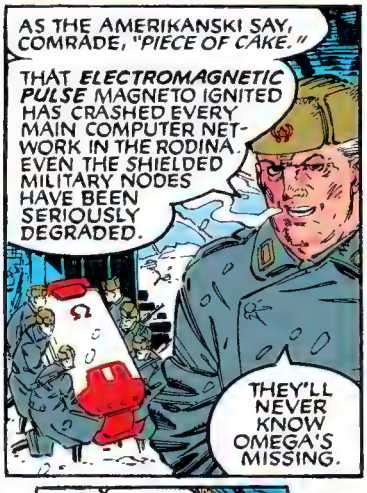

SO.
WE'RE READY AND WAITING, MY DEAR.
THERE WERE INDICATIONS OF AN INSTABILITY IN YOUR CENTRAL NERVOUS SYSTEM, AS THOUGH YUIR BODY COULD'NA QUITE HANDLE THE ENERGIES YOU WERE PROCESSING THROUGH IT.
AKIN TO A POWER LINE UNABLE T' COPE WI' LOADS FAR BEYOND ITS DESIGN CAPABILITIES. THERE WAS A POSSIBILITY OF A PROGRESSIVE DEGRADATION THAT COULD IN TURN AFFECT THE ELECTRO-CHEMICAL BALANCE OF YUIR BRAIN.
WHAT, WITH GREAT POWER COMES CERTAIN *MADNESS*?
EXPLAIN TO ME THEN HOW THE MAN CHARLES KNEW AND RESPECTED IN ISRAEL COULD TURN INTO THE MASTER OF THE *BROTHERHOOD OF EVIL MUTANTS*?
I NEED EXPLAIN *NOTHING*, WOMAN, THAT IS *YOUR* TASK.


I THOUGHT...
...IF I COULD MODIFY THE GENETIC MATRIX...
...*ELIMINATE* THE INSTABILITY...
...PERHAPS, I THOUGHT, I MIGHT USE THE SAME PROCESS TO SAVE MY *SON*.


HOW SEDUCTIVELY NOBLE.
AN END THAT SURELY JUSTIFIED ANY MEANS, NO MATTER HOW FOUL.
YOU WERE A CHILD AGAIN, AN INNOCENT...
...WITH A SECOND CHANCE TO LIVE YOUR LIFE OVER AGAIN.
AND WHO GAVE YOU THE RIGHT TO PLAY GOD WITH MY SOUL?!
BY THE ETERNAL, BY TINKERING WITH THE FOUNDATION OF MY BEING, YOU TOOK FROM ME THE DIMENSIONS OF MORAL CHOICE!
EVERY DECISION I'VE MADE SINCE MY REBIRTH IS NOW SUSPECT THANKS TO YOU--
--EVERY FIBER OF MY BEING THROWN INTO CHAOS.
HOW ELSE DID YOU TINKER, DOCTER, DID IT AMUSE YOU TO SEE HOW EASILY I MIGHT BE MANIPULATED?
IT WASN'T LIKE THAT!
OF COURSE NOT. YOU WORKED FOR THE BETTERMENT OF THE WORLD AND THE RACE.
I HEARD THOSE SAME RATIONALES AS A BOY, IN THE AUSCHWITZ DEATH CAMP, FROM DR. JOSEF MENGELE HIMSELF!
VERY WELL, THEN. AS YOU SOWED, SO SHALL YOU REAP.
BY REPLICATING YOUR PROCESS WITH THE X-MEN.
NO!
MY DEAR, YOU SPEAK AS THOUGH YOU HAVE A CHOICE.
CONSIDER THE ALTERNATIVE-- SHALL I RETURN YOU HOME ATOP A CHARIOT MADE FROM THEIR BROKEN BODIES?
TO LIVE FOREVER KNOWING THAT YOU COULD HAVE SAVED THEM, BUT FOR PRIDE?


YOU WILL ENSURE THAT THEY COME TO SEE MINE AS THE ONE, TRUE PATH.
AND THAT THEY FOLLOW ME WILLINGLY.
INDEED, WITH ALL THEIR HEARTS.
YOU CANNOT RESIST ME, MOIRA. OR THE TIDE OF HISTORY I REPRESENT.
FOR YOU ARE ONLY HUMAN.
I GROW IMPATIENT FOR YOUR ANSWER.
AND DO NOT BOTHER LYING. THAT METAL SKINSHEATH NOT ONLY GIVES ME ABSOLUTE CONTROL OVER YOUR BODY, BUT A TOTAL AWARENESS OF IT AS WELL.
I WILL SENSE THE SLIGHTEST ATTEMPT AT DECEPTION. AND RESPOND ACCORDINGLY.
DO WE UNDERSTAND EACH OTHER, MOIRA? WILL YOU BEHAVE YOURSELF, AND DO AS I COMMAND?
YES.


PROLOGUE:
THE SAKHALIN ISLANDS, BETWEEN THE SOVIET UNION AND JAPAN...
YOUR MISSION WAS SUCCESSFUL, GENERAL AKHRONAYEV?


AS THE AMERIKANSKI SAY, COMRADE, "PIECE OF CAKE."
THAT ELECTROMAGNETIC PULSE MAGNETO IGNITED HAS CRASHED EVERY MAIN COMPUTER NETWORK IN THE RODINA. EVEN THE SHIELDED MILITARY NODES HAVE BEEN SERIOUSLY DEGRADED.
THEY'LL NEVER KNOW OMEGA'S MISSING.

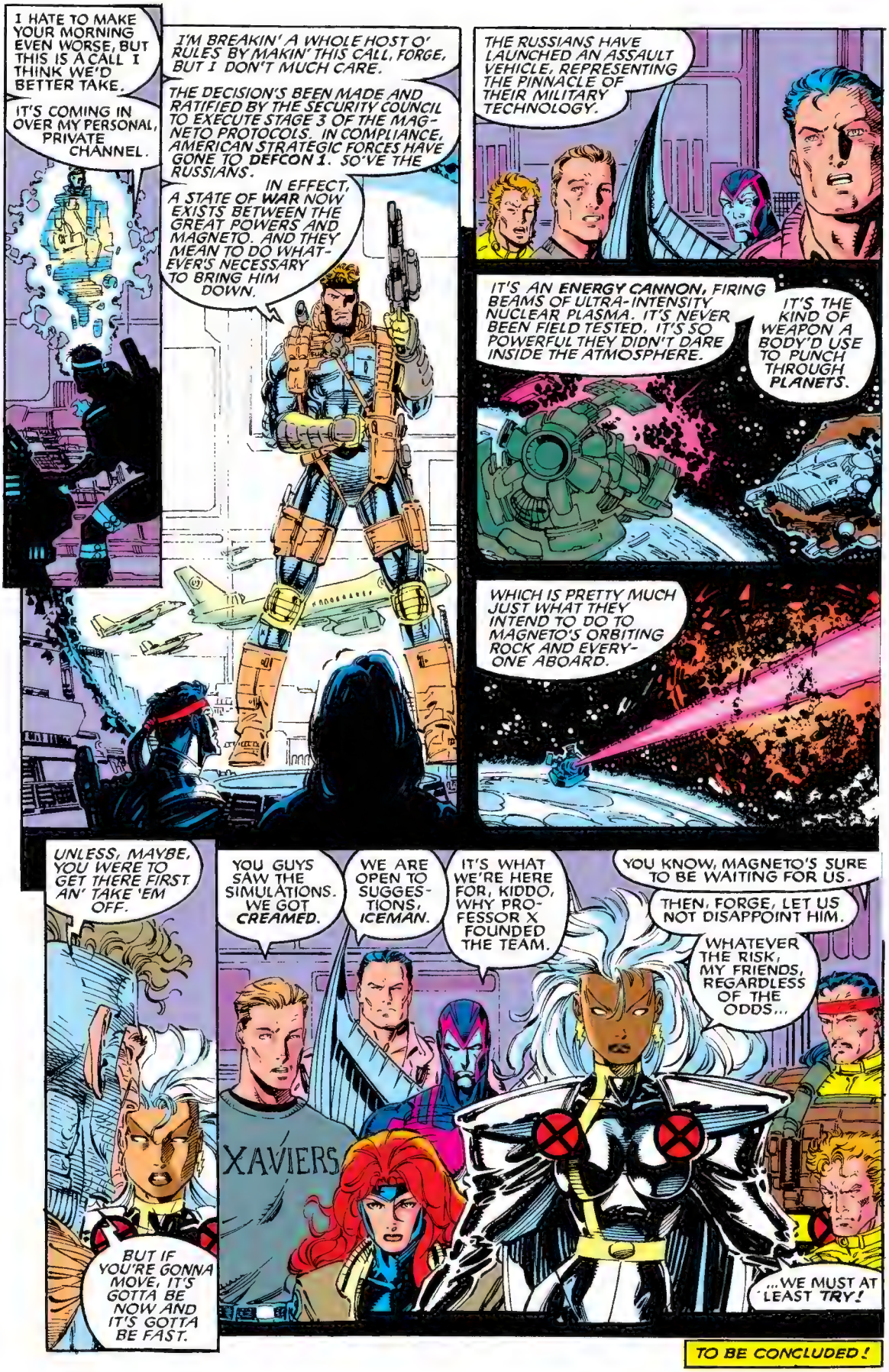

ASSUMING ANYONE EVEN REMEMBERS IT EVEN EXISTS.
YOU REMEMBERED, COMRADE GENERAL.
HOW FORTUITOUSLY PROFITABLE FOR BOTH OF US THAT I DID.


IT DOESN'T BOTHER YOU, SELLING OUT YOUR RODINA, YOUR SACRED MOTHERLAND, FOR PERSONAL GAIN?
NOT AT ALL THE ACT OF A GOOD COMMUNIST. OR A PATRIOT.
A FOOL'S SENTIMENTS, THESE DAYS. AND A FOOL'S BELIEFS.


PITY. WHEN A MAN HAS TO DIE...
... IT SHOULD BE FOR SOMETHING MORE THAN THE PROMISE OF MERE WEALTH.

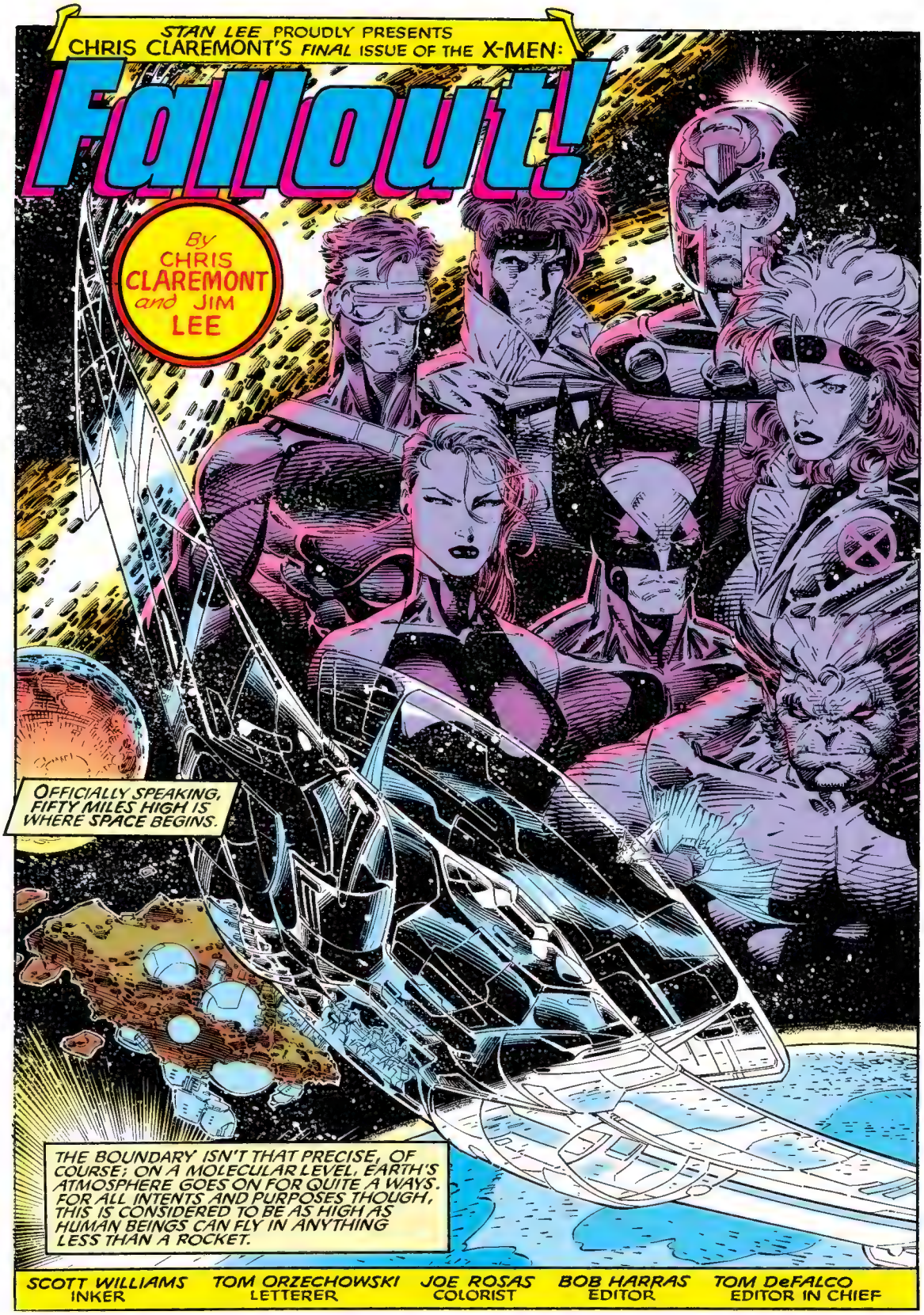

CURSE YOU, MATSUO TSURAYABA--
--WE HAD AN AGREEMENT!
WHICH I HAVE HONORED, TO THE LETTER.
IN RETURN FOR THE DELIVERY OF A CERTAIN ITEM, I HAVE PAID YOU A CERTAIN PRICE. NOTHING WAS EVER SAID ABOUT HOW LONG YOU MIGHT ENJOY IT.
GOOD-BYE, GENERAL.
OUR BUSINESS IS NOW CONCLUDED.
LATER, ASTEROID M.
PROFESSOR XAVIER!
CYCLOPS?!
ARE YOU ALL RIGHT, SIR?
MUCH THE BETTER, LAD, FOR SEEING ALL OF YOU AGAIN.
NEITHER MAGNETO NOR HIS ACOLYTES ARE AWARE OF YOUR ESCAPE.
HAVE YOU A PLAN FOR DEALING WITH THEM AND EFFECTING OUR RETURN TO EARTH--
--OR... HAVE YOU ALREADY DONE SO?
NO, PROFESSOR, NOTHING LIKE THAT AT ALL.
WE'VE COME TO TELL YOU THAT WE'VE JOINED MAGNETO.
I KNOW THIS'LL BE HARD FOR YOU TO UNDERSTAND, BUT A LOT OF WHAT HE SAYS MAKES SENSE. MAYBE HIS MEANS ARE A LITTLE EXTREME, BUT I THINK WE CAN TEMPER THEM. THE PLAIN FACT, THOUGH, IS THAT WHILE YOUR DREAM OF PEACEFUL INTEGRATION WAS RIGHT FOR ITS DAY...
...TIMES HAVE CHANGED. WE HAVE TO CHANGE TO MATCH IT. SAME AS CABLE AND HIS X-FORCE.
MAGNETO IS THE RIGHT MAN FOR THIS ERA, SIR, AND WE MEAN TO STAND BY HIM TO THE END.

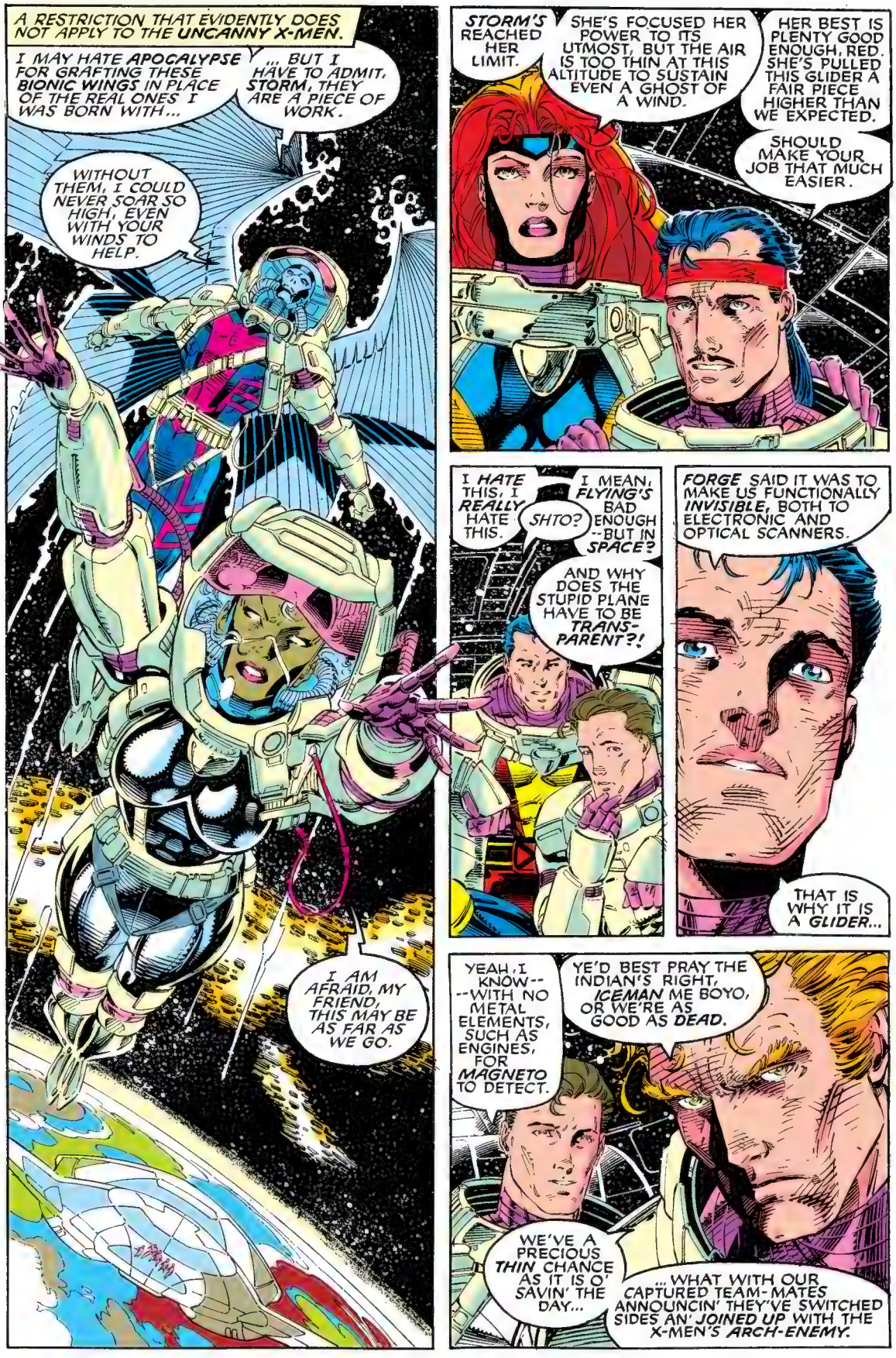

SO MUCH FOR *THAT* IDEA.
WHAT'S THE SAYING, *'IF AT FIRST YOU DON'T SUCCEED...'*
THING IS, AFTER *TEN* TRIES AND TEN STRAIGHT *MASSACRES*, A BODY HAS TO BEGIN TO WONDER.
WE ARE A MATCH FOR CYCLOPS'S TEAM. OR FOR THE ACOLYTES. OR POSSIBLY, IF THE GODDESS IS *VERY* KIND, EVEN FOR MAGNETO.
BUT ALL OF THEM *TOGETHER--!*
WELL, THAT IS WHY WE HAVE THE *DANGER ROOM*.
TO EXAMINE HOW OUR FOES THINK AND ACT, THAT WE MAY BETTER UNCOVER A WEAKNESS WE CAN USE TO DEFEAT THEM.
ALWAYS ASSUMING THEY HAVE ONE.
SCOTT AND HIS TEAM ARE THE KEY. YOU ARE CERTAIN THEY HAVE BEEN *TURNED*?
I'M AFRAID SO.
BUT *HOW* IS IT YOU KNOW? THROUGH THE *PSYCHIC RAPPORT* YOU ONCE SHARED WITH SCOTT?
SORRY TO INTERRUPT, LADIES--ANOTHER LOSS?
GEEZ-LOUISE, ORORO, WHAT ARE WE TODAY, THE *METS*?

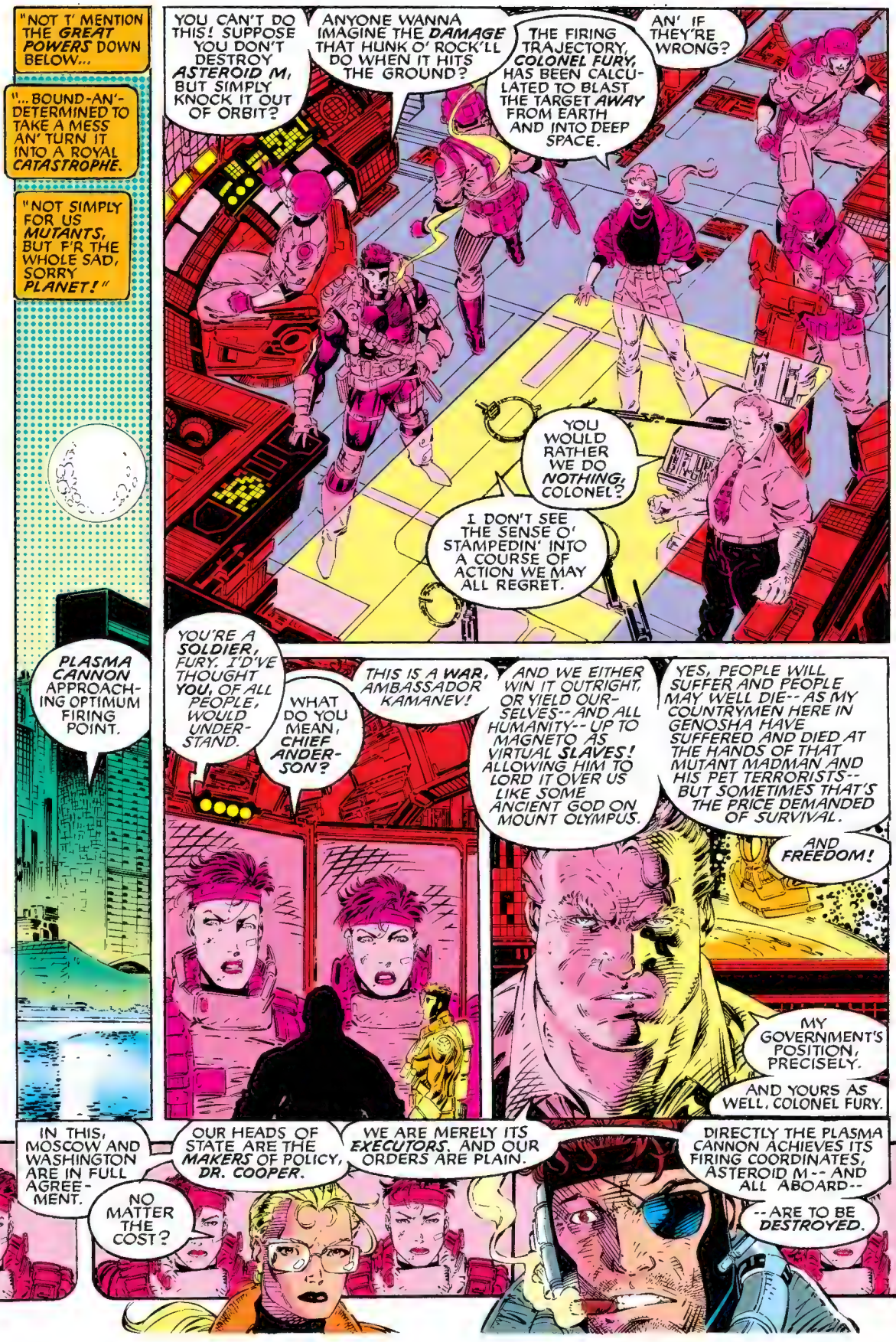


TO BE CONCLUDED!

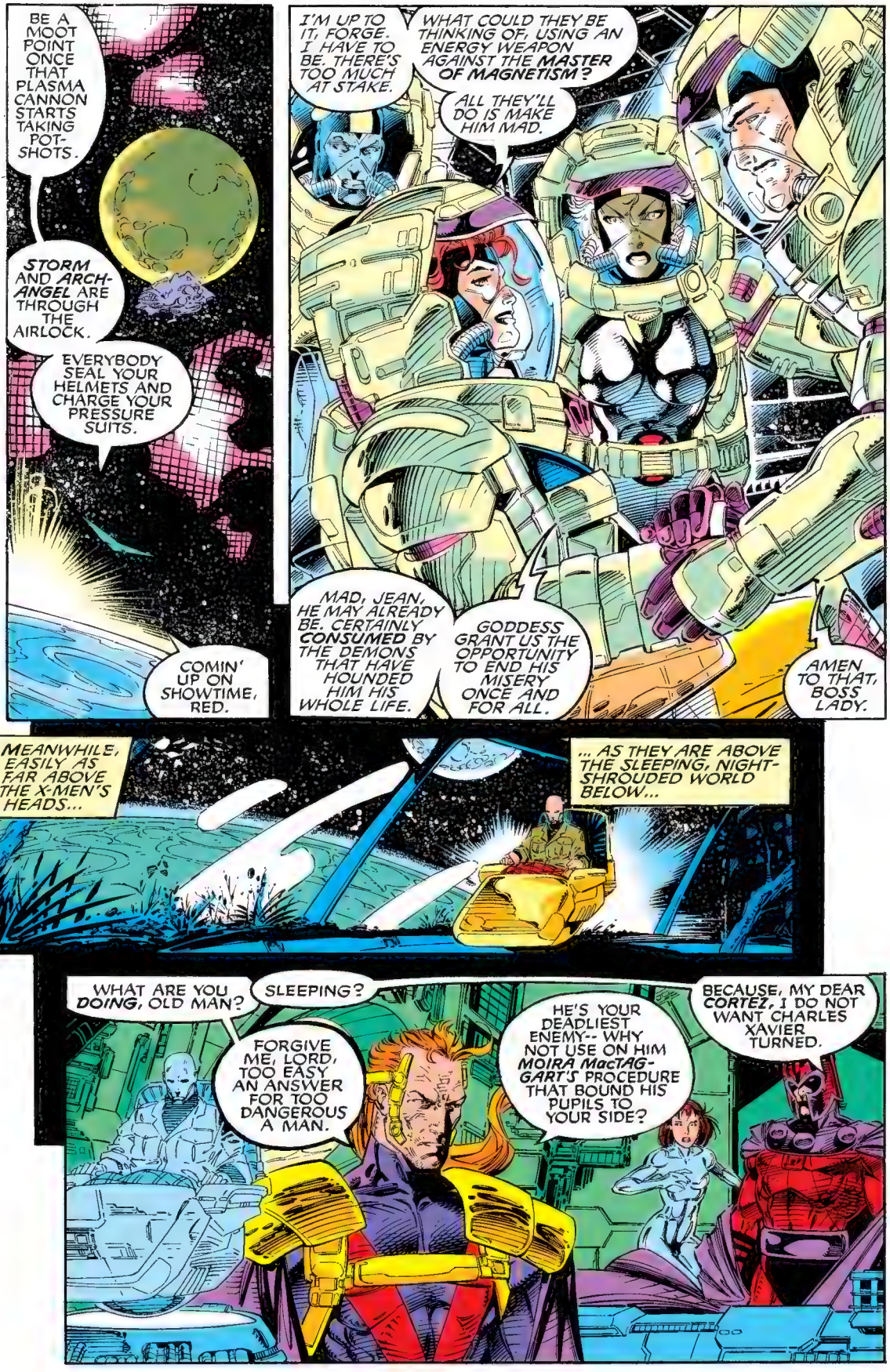

MARVEL COMICS
X-MEN
© 1991 MARVEL ENT GROUP INC
$1.00 US
$1.25 CAN/UK 65p
3
DEC
01772
APPROVED BY THE COMICS CODE
AUTHORITY
LEE

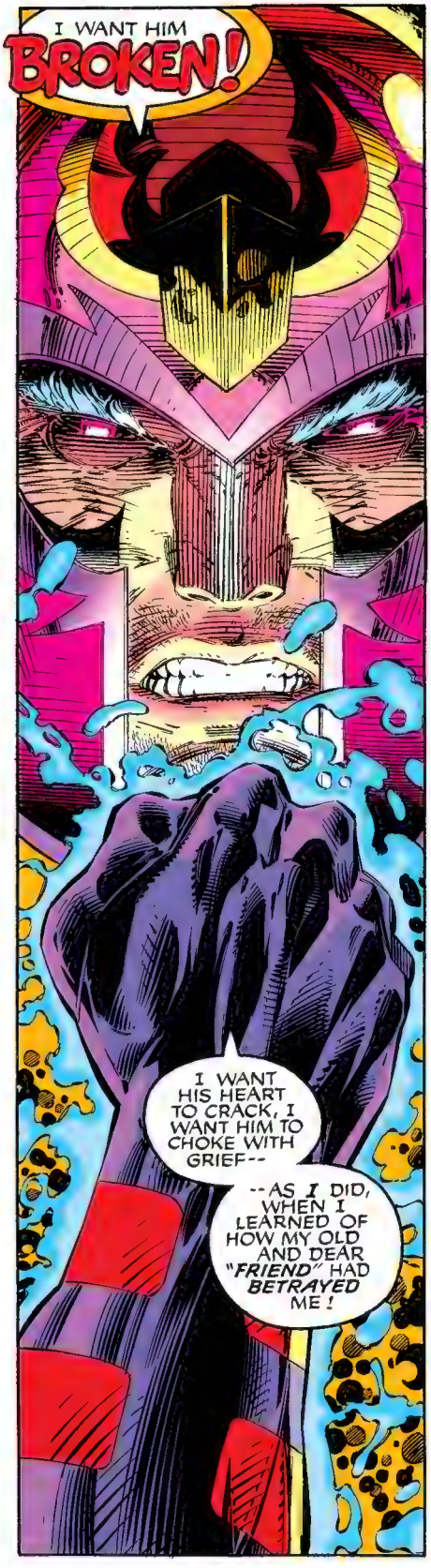

STAN LEE PROUDLY PRESENTS
CHRIS CLAREMONT'S FINAL ISSUE OF THE X-MEN:
Fallout!
By CHRIS CLAREMONT and JIM LEE
OFFICIALLY SPEAKING, FIFTY MILES HIGH IS WHERE SPACE BEGINS.
THE BOUNDARY ISN'T THAT PRECISE, OF COURSE; ON A MOLECULAR LEVEL, EARTH'S ATMOSPHERE GOES ON FOR QUITE A WAYS. FOR ALL INTENTS AND PURPOSES THOUGH, THIS IS CONSIDERED TO BE AS HIGH AS HUMAN BEINGS CAN FLY IN ANYTHING LESS THAN A ROCKET.
SCOTT WILLIAMS INKER
TOM ORZECHOWSKI LETTERER
JOE ROSAS COLORIST
BOB HARRAS EDITOR
TOM DeFALCO EDITOR IN CHIEF


A RESTRICTION THAT EVIDENTLY DOES NOT APPLY TO THE UNCANNY X-MEN.
I MAY HATE APOCALYPSE FOR GRAFTING THESE BIONIC WINGS IN PLACE OF THE REAL ONES I WAS BORN WITH...
... BUT I HAVE TO ADMIT, STORM, THEY ARE A PIECE OF WORK.
WITHOUT THEM, I COULD NEVER SOAR SO HIGH, EVEN WITH YOUR WINDS TO HELP.
I AM AFRAID, MY FRIEND, THIS MAY BE AS FAR AS WE GO.
STORM'S REACHED HER LIMIT.
SHE'S FOCUSED HER POWER TO ITS UTMOST, BUT THE AIR IS TOO THIN AT THIS ALTITUDE TO SUSTAIN EVEN A GHOST OF A WIND.
HER BEST IS PLENTY GOOD ENOUGH, RED. SHE'S PULLED THIS GLIDER A FAIR PIECE HIGHER THAN WE EXPECTED.
SHOULD MAKE YOUR JOB THAT MUCH EASIER.
I HATE THIS, I REALLY HATE THIS.
SHTO?
I MEAN, FLYING'S BAD ENOUGH --BUT IN SPACE?
AND WHY DOES THE STUPID PLANE HAVE TO BE TRANS-PARENT?!
FORGE SAID IT WAS TO MAKE US FUNCTIONALLY INVISIBLE, BOTH TO ELECTRONIC AND OPTICAL SCANNERS.
THAT IS WHY IT IS A GLIDER...
YEAH, I KNOW-- --WITH NO METAL ELEMENTS, SUCH AS ENGINES, FOR MAGNETO TO DETECT.
YE'D BEST PRAY THE INDIAN'S RIGHT, ICEMAN ME BOYO, OR WE'RE AS GOOD AS DEAD.
WE'VE A PRECIOUS THIN CHANCE AS IT IS O' SAVIN' THE DAY...
... WHAT WITH OUR CAPTURED TEAM-MATES ANNOUNCIN' THEY'VE SWITCHED SIDES AN' JOINED UP WITH THE X-MEN'S ARCH-ENEMY.

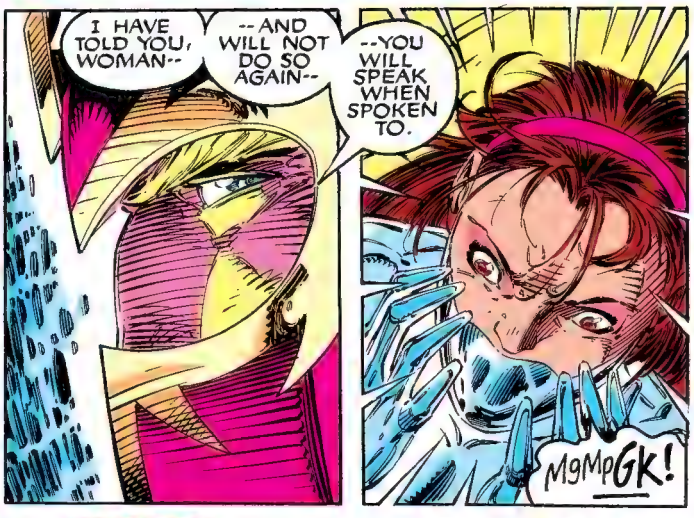

"NOT T' MENTION THE GREAT POWERS DOWN BELOW...
"... BOUND-AN'-DETERMINED TO TAKE A MESS AN' TURN IT INTO A ROYAL CATASTROPHE.
"NOT SIMPLY FOR US MUTANTS, BUT F'R THE WHOLE SAD, SORRY PLANET!"
YOU CAN'T DO THIS! SUPPOSE YOU DON'T DESTROY ASTEROID M, BUT SIMPLY KNOCK IT OUT OF ORBIT?
ANYONE WANNA IMAGINE THE DAMAGE THAT HUNK O' ROCK'LL DO WHEN IT HITS THE GROUND?
THE FIRING TRAJECTORY, COLONEL FURY, HAS BEEN CALCULATED TO BLAST THE TARGET AWAY FROM EARTH AND INTO DEEP SPACE.
AN' IF THEY'RE WRONG?
YOU WOULD RATHER WE DO NOTHING, COLONEL?
I DON'T SEE THE SENSE O' STAMPEDIN' INTO A COURSE OF ACTION WE MAY ALL REGRET.
PLASMA CANNON APPROACHING OPTIMUM FIRING POINT.
YOU'RE A SOLDIER, FURY. I'D'VE THOUGHT YOU, OF ALL PEOPLE, WOULD UNDERSTAND.
WHAT DO YOU MEAN, CHIEF ANDERSON?
THIS IS A WAR, AMBASSADOR KAMANEV!
AND WE EITHER WIN IT OUTRIGHT, OR YIELD OURSELVES-- AND ALL HUMANITY-- UP TO MAGNETO AS VIRTUAL SLAVES! ALLOWING HIM TO LORD IT OVER US LIKE SOME ANCIENT GOD ON MOUNT OLYMPUS.
YES, PEOPLE WILL SUFFER AND PEOPLE MAY WELL DIE-- AS MY COUNTRYMEN HERE IN GENOSHA HAVE SUFFERED AND DIED AT THE HANDS OF THAT MUTANT MADMAN AND HIS PET TERRORISTS-- BUT SOMETIMES THAT'S THE PRICE DEMANDED OF SURVIVAL.
AND FREEDOM!
MY GOVERNMENT'S POSITION, PRECISELY.
AND YOURS AS WELL, COLONEL FURY.
IN THIS, MOSCOW AND WASHINGTON ARE IN FULL AGREEMENT.
NO MATTER THE COST?
OUR HEADS OF STATE ARE THE MAKERS OF POLICY, DR. COOPER.
WE ARE MERELY ITS EXECUTORS, AND OUR ORDERS ARE PLAIN.
DIRECTLY THE PLASMA CANNON ACHIEVES ITS FIRING COORDINATES, ASTEROID M -- AND ALL ABOARD--
--ARE TO BE DESTROYED.


THEY'RE SERIOUS.
THEY'RE SCARED, MS. GREY.
IN WAYS WE CAN'T EVEN CONCEIVE OF, BECAUSE-- EVEN THOUGH WE X-MEN ARE THE GOOD GUYS--WE'RE THE ONES THEY'RE SCARED OF.
THE FUTURE THEY SEE, JEAN, IS ONE WHERE THEY'RE DESTINED TO BE PERPETUAL VICTIMS, INNOCENTS CAUGHT BETWEEN BEINGS WHOSE POWERS THEY BARELY COMPREHEND AND HAVEN'T A HOPE OF MATCHING. WHERE THEY'LL ALWAYS BE AT OUR MERCY.
THIS WAY, THEY DEMONSTRATE THEY MEAN BUSINESS. THEY MAY NEVER BE ABLE TO PUT THE GENETIC GENIE BACK IN ITS BOTTLE, BUT THEY'RE STILL DETERMINED TO BE ITS MASTER.
AND THEREBY PROVE MAGNETO RIGHT.
THEY LOOK AROUND, THEY SEE A WORLD THAT'S SLIPPING MORE AND MORE OUT OF THEIR CONTROL.
MUTANTS, SUPER-BEINGS, GODS, ALIENS, A GUY WHO STICKS TO WALLS AT ONE EXTREME, A CREATURE WHO EATS PLANETS AT THE OTHER; EACH ONE THAT COMES INTO BEING, THEY FEEL, DIMINISHES THE REST OF HUMANITY, ORDINARY HOMO SAPIENS, THAT LITTLE BIT MORE.
HOW'S YOUR PSILINK WITH THE PROF? YOU SURE IT CAN'T BE TAGGED?
FORGE, I'VE BEEN CHARLES XAVIER'S STUDENT SINCE I WAS A CHILD.
WE'RE TELE-PATHICALLY BONDED ON LEVELS NO ONE CAN TOUCH.
THE PROFES-SOR IS WELL. BUT THE SITUATION IS AS BAD AS WE FEARED.
CYCLOPS AND HIS TEAM...
... HAVE WHOLEHEARTEDLY EMBRACED MAG-NETO'S CAUSE. AND IF WE DO NOT FOLLOW THEIR LEAD...
...THEY WILL FIGHT US AS TENACIOUSLY AND COU-RAGEOUSLY AS THEY WOULD THEIR DEADLIEST FOES.

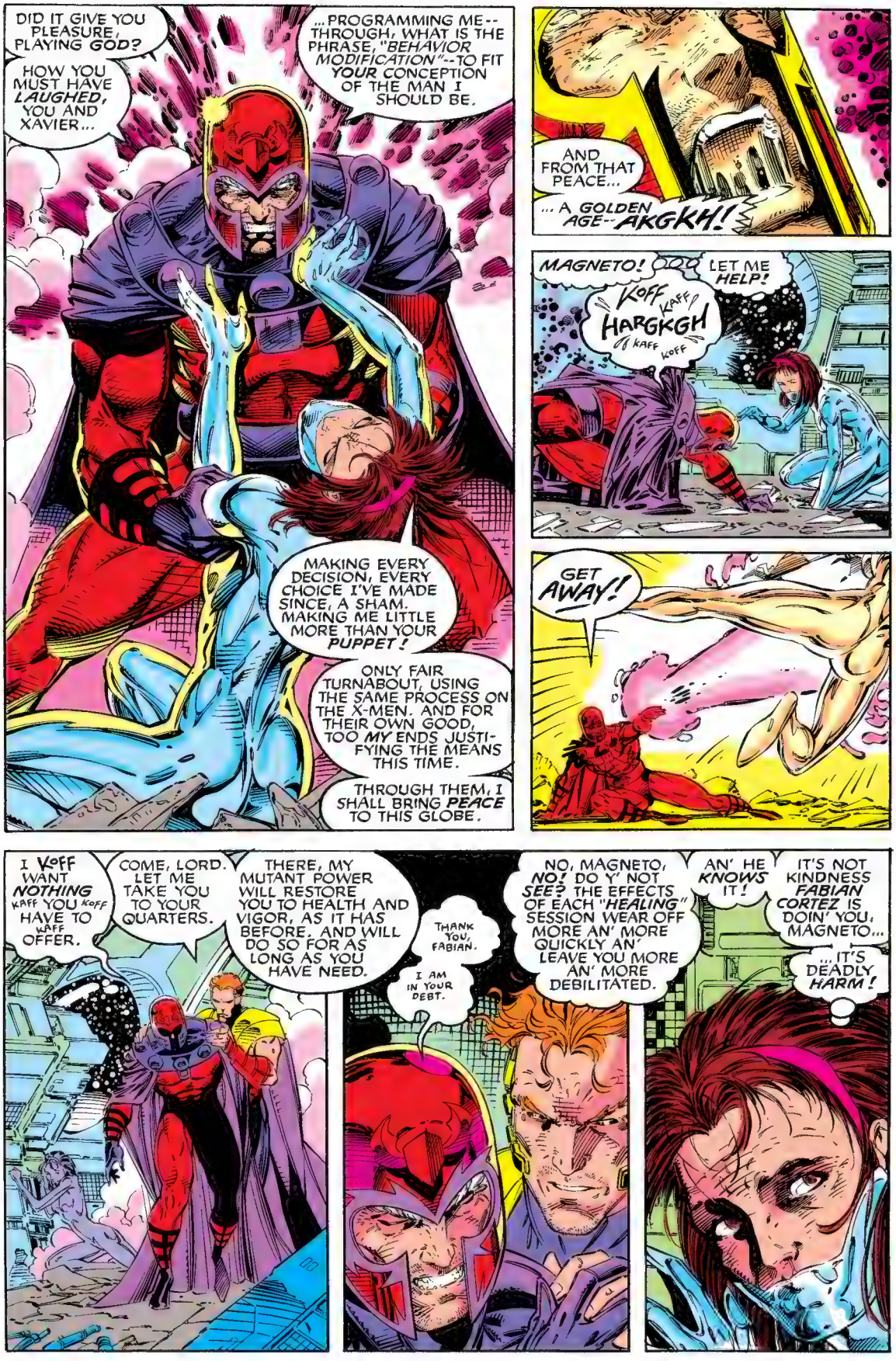

BE A MOOT POINT ONCE THAT PLASMA CANNON STARTS TAKING POT-SHOTS.
STORM AND ARCH-ANGEL ARE THROUGH THE AIRLOCK.
EVERYBODY SEAL YOUR HELMETS AND CHARGE YOUR PRESSURE SUITS.
COMIN' UP ON SHOWTIME, RED.
I'M UP TO IT, FORGE. I HAVE TO BE. THERE'S TOO MUCH AT STAKE.
WHAT COULD THEY BE THINKING OF, USING AN ENERGY WEAPON AGAINST THE MASTER OF MAGNETISM?
ALL THEY'LL DO IS MAKE HIM MAD.
MAD, JEAN, HE MAY ALREADY BE. CERTAINLY CONSUMED BY THE DEMONS THAT HAVE HOUNDED HIM HIS WHOLE LIFE.
GODDESS GRANT US THE OPPORTUNITY TO END HIS MISERY ONCE AND FOR ALL.
AMEN TO THAT, BOSS LADY.
MEANWHILE, EASILY AS FAR ABOVE THE X-MEN'S HEADS...
... AS THEY ARE ABOVE THE SLEEPING, NIGHT-SHROUDED WORLD BELOW...
WHAT ARE YOU DOING, OLD MAN?
SLEEPING?
FORGIVE ME, LORD, TOO EASY AN ANSWER FOR TOO DANGEROUS A MAN.
HE'S YOUR DEADLIEST ENEMY-- WHY NOT USE ON HIM MOIRA MacTAGGART'S PROCEDURE THAT BOUND HIS PUPILS TO YOUR SIDE?
BECAUSE, MY DEAR CORTEZ, I DO NOT WANT CHARLES XAVIER TURNED.


I WANT HIM BROKEN!
I WANT HIS HEART TO CRACK, I WANT HIM TO CHOKE WITH GRIEF--
--AS I DID, WHEN I LEARNED OF HOW MY OLD AND DEAR "FRIEND" HAD BETRAYED ME!


NO!
WILL Y' NAE LISTEN, EVEN NOW? CHARLES HAD NOTHING T'DO WITH WHAT HAPPENED, MAGNETO!
IT WAS ME, ACTIN' ON MY OWN, TRYIN' T' FIND A MEANS O' SAVIN' YOUR SOUL--!


I HAVE TOLD YOU, WOMAN--
--AND WILL NOT DO SO AGAIN--
--YOU WILL SPEAK WHEN SPOKEN TO.
MgMpGK!


AND NEVER ON THIS SUBJECT, DO YOU HEAR?!
YOU DARE CALL YOURSELF A HUMAN BEING?!
I WAS A BABY, Dr. MacTAGGART, ENTRUSTED HELPLESS TO YOUR CHARGE.
YET YOU BETRAYED EVERY CODE OF HONOR AND DECENCY--EVEN YOUR OWN HIPPOCRATIC OATH AS A PHYSICIAN--
--TO ALTER MY GENETIC STRUCTURE.


DID IT GIVE YOU PLEASURE, PLAYING GOD?
HOW YOU MUST HAVE LAUGHED, YOU AND XAVIER...
...PROGRAMMING ME--THROUGH, WHAT IS THE PHRASE, "BEHAVIOR MODIFICATION"--TO FIT YOUR CONCEPTION OF THE MAN I SHOULD BE.
MAKING EVERY DECISION, EVERY CHOICE I'VE MADE SINCE, A SHAM. MAKING ME LITTLE MORE THAN YOUR PUPPET!
ONLY FAIR TURNABOUT, USING THE SAME PROCESS ON THE X-MEN. AND FOR THEIR OWN GOOD, TOO MY ENDS JUSTIFYING THE MEANS THIS TIME.
THROUGH THEM, I SHALL BRING PEACE TO THIS GLOBE.
AND FROM THAT PEACE...
... A GOLDEN AGE--AKGKH!
MAGNETO!
LET ME HELP!
KOFF KAFF HARGKGH KAFF KOFF
GET AWAY!
I KOFF WANT NOTHING KAFF YOU KOFF HAVE TO KAFF OFFER.
COME, LORD. LET ME TAKE YOU TO YOUR QUARTERS.
THERE, MY MUTANT POWER WILL RESTORE YOU TO HEALTH AND VIGOR, AS IT HAS BEFORE. AND WILL DO SO FOR AS LONG AS YOU HAVE NEED.
THANK YOU, FABIAN.
I AM IN YOUR DEBT.
NO, MAGNETO, NO! DO Y' NOT SEE? THE EFFECTS OF EACH "HEALING" SESSION WEAR OFF MORE AN' MORE QUICKLY AN' LEAVE YOU MORE AN' MORE DEBILITATED.
AN' HE KNOWS IT!
IT'S NOT KINDNESS FABIAN CORTEZ IS DOIN' YOU, MAGNETO...
... IT'S DEADLY HARM!


AT ROUGHLY THAT MOMENT, ELSEWHERE IN THE HUGE ASTEROID...
...CYCLOPS'S TEAM OF X-MEN ARE ASSUMING THEIR NEW ROLES AS MAGNETO'S LATEST ACOLYTES AS THOUGH BORN TO THEM.
WAH-
HOOOO!
NOT TOO SHABBY, CHERE.
FINEST-KIND, OLYMPIC CLASS CANNONBALL.
SPLASH!
YOU LIKE, GAMBIT?
I LIKE.
THAT, AN' MORE.
BETTER WATCH IT. AH TOUCH YOUR BARE HAND WITH MINE, AH'LL ABSORB YOUR POWERS AN' PSYCHE AN' ALL YOUR MEM'RIES.
MAYBE.
MAYBE NOT.
WAN' TAKE THE RISK, LI'L RIVER RAT?
I...
I...
NO!
AH'M SORRY, GAMBIT, AH--WELL NOW, AIN'T THAT A SIGHT!
FIRST TIME--EVER--AH B'LIEVE...
...AH'VE SEEN THAT CAJUN CHARMER THROWN OFF-BALANCE.


WHO KNOWS, THERE MAY BE HOPE--WHAT...
...AM AH DOING?
WHERE--?!
WHO--?!!
NO HARM DONE, ROGUE. C'MON BACK DOWN!
SOMETHING'S WRONG, SHE LOOKS SCARED.
SMALL WONDER, GAMBIT.
DOUBLE DOSE O' THOSE COME-HITHER, HEART-BREAKER EYES O' YOURS...
...THAT'LL SPOOK ANYONE.
GIVE HER TIME, SHE'LL COME TO HER SENSES.
SO'LL YOU.
NOW HERE'S A DEVELOPMENT NOT ON THE PROGRAM:
WOLVERINE--
--MAKING A QUIETLY SURREPTITIOUS DEPARTURE FROM THE AFTERNOON'S FESTIVITIES. AND DRESSED FOR BUSINESS, TOO.
BEAST MY LAD, I DO BELIEVE YOU'RE THE ONLY ONE WHO'S NOTICED.
QUESTION IS, WHAT TO DO ABOUT IT?
AND WHILE HANK McCOY, ONE OF THE X-MEN'S CHARTER MEMBERS, MAKES UP HIS MIND...
...ABOARD THE X-WING GLIDER...
WE'VE REACHED THE APOGEE OF OUR CLIMB, FOLKS. IT'S NOW OR NEVER.
IN YOUR HANDS NOW, JEANIE.
DO US PROUD.
I SENSE AN ALL-CLEAR FROM THE PROFESSOR.
BUT THE ASTEROID, IT'S SO FAR. I DON'T KNOW IF I CAN EVEN REACH--!
REMEMBER THE DANGER ROOM, JEAN. JUST AS WE PRACTICED. THIS IS NO DIFFERENT.
EASY FOR YOU TO SAY.
NO LESS THAN FOR YOU TO DO.
OKAY THEN, I HOPE EVERYBODY'S STRAPPED IN TIGHT--
--CAUSE HERE WE GO!
SUMMONING EVERY IOTA OF HER PSI-POWER, JEAN GREY HURLS AN AWESOME BOLT OF TELEKINETIC FORCE ACROSS THE SKY.


THINK OF IT AS THE ULTIMATE GRAPPLING HOOK...
... A STRAND OF ENERGY CAST ACROSS THE GULF OF MILES...
... THAT MUST NOT ONLY LATCH ONTO ASTEROID M AS IT SWINGS PAST ALONG ITS ORBITAL TRACK...
... BUT THEN HOLD FAST AS JEAN, USING ONLY THE POWER OF HER THOUGHTS AND HER INNATE STRENGTH OF WILL...
... HAULS THE GLIDER UPWARDS, HAND OVER MENTAL HAND...
... KNOWING THAT THE SLIGHTEST SLIP, THE MOST MOMENTARY WEAKNESS, WILL DOOM THEM ALL.
BY HEAVEN--!
IF ONLY I COULD ADD MY PSYCHIC STRENGTH TO HERS.
BUT MAGNETO'S INHIBITORS PREVENT MY UTILIZING MY OWN PSIONIC POWERS.
"IN THIS CASE, MY DEAR CHILD CAN DEPEND ON NONE BUT HERSELF."
THERE'S SOMETHIN' OUT THERE!
SO FAINT THOUGH I CAN BARELY SEE IT.
COMPANY COMIN', MOIRA?
WOLVERINE!
Oh NO NO NO!
COMIN' TO THE RESCUE, ARE THEY?
CAN'T SAY THAT'S MUCH OF A SURPRISE.
TRANSPARENT PLANE. STORM'S IDEA, FORGE'S DOING, I'LL BET.
VERY SNEAKY. I LIKE THAT.
SNIKT!
BETTER MAKE SURE WE GIVE 'EM THE WELCOME THEY DESERVE.

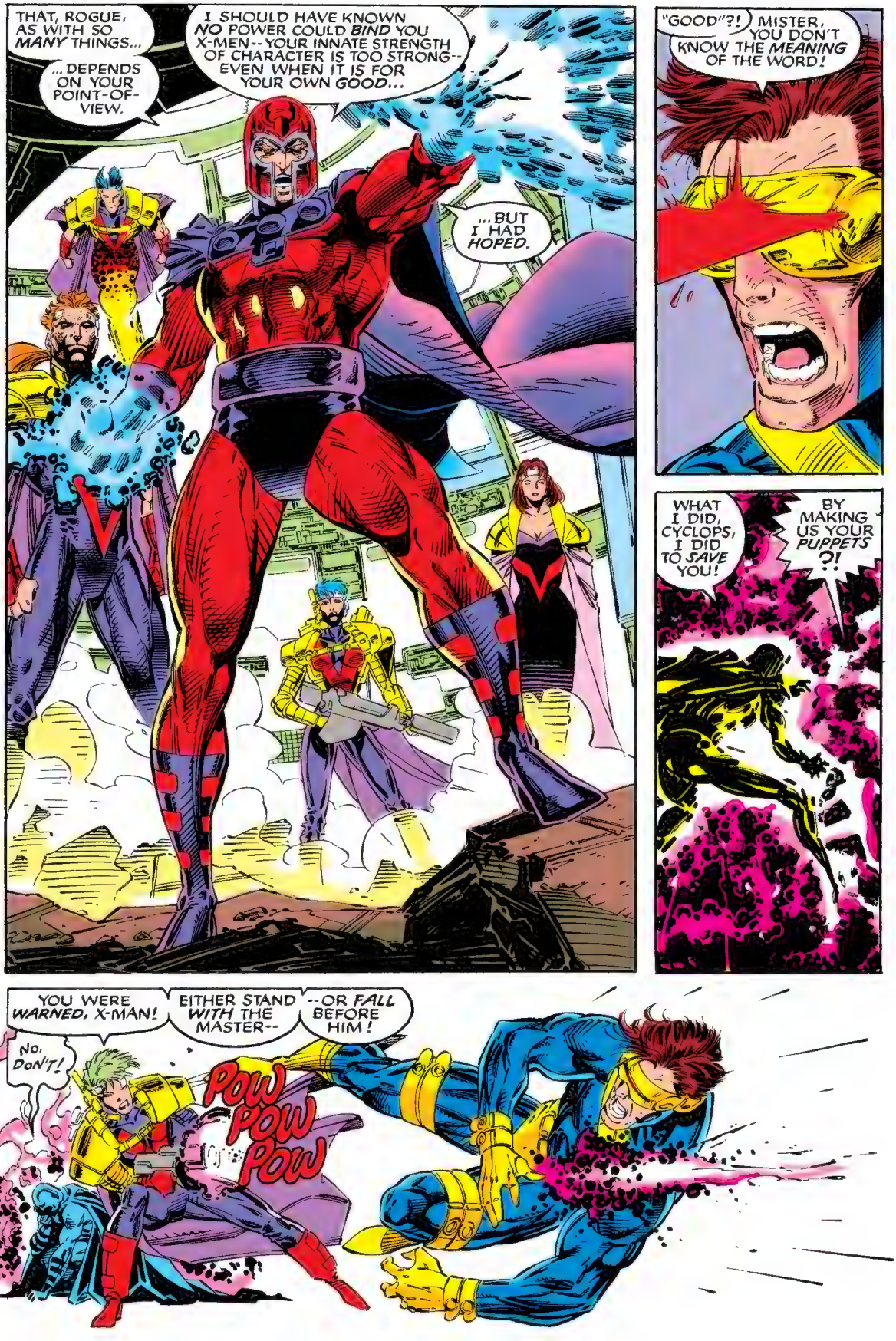

BE READY WITH THE ANCHORS, FORGE...
...TO SECURE US IN PLACE THE INSTANT WE MAKE CONTACT WITH THE SURFACE.
GOOD AS DONE, STORM.
BUT WHAT ABOUT JEAN?
I'M FINE, THANK YOU.
...FINE.
UTTERLY EXHAUSTED, BUT...
TO TELL THE TRUTH, I DIDN'T THINK I HAD SUCH A CAPABILITY IN ME.
TO TELL THE TRUTH, DEAR FRIEND...
...I NEVER DOUBTED IT.
REST EASY, LASS, YER JOB'S DONE.
DON'T WORRY ABOUT ME, BANSHEE.
I MAY BE BEAT, BUT I'M A LONG WAY FROM BEATEN.
THE NEXT STEP IS YOURS, TOVARISCH ICEMAN.
STAY BEHIND ME, YOU GUYS.
GOOD AS YOUR PRESSURE SUITS ARE, I'M GENERATING A FREEZE EFFECT OF NEAR ABSOLUTE-ZERO.
WOULDN'T DO AT ALL TO GET IN THE WAY.
OVER TO YOU, BIG GUY. GO TO TOWN!
YOUR SOLID ARMOR BODY SHOULD PROTECT YOU FROM THE COLD. ANYONE ELSE, THEY'D FREEZE TO THE METAL WITH A TOUCH.
THE COLD ALSO SHOULD HAVE RENDERED THE MOLECULAR STRUCTURE OF THE WALL BRITTLE AS CLAY.
ONE GOOD PUNCH SHOULD DO THE TRICK.
MY SPECIALTY.
AND MY PLEASURE.


YOUR PARDON, SIR, WE ARE HERE TO SEE A MAN ABOUT A RESCUE.
PITY. I WAS HOPING FOR A PIZZA DELIVERY.
IS PROFESSOR XAVIER UNWELL, STORM?
HE IS MAKING A JOKE!
CONTRARY TO POPULAR BELIEF, PETER, THE MAN IS ONLY HUMAN.
COMPLETE WITH A SENSE OF HUMOR.
SUCH AS IT IS.
ET TU, ARCH-ANGEL?
DON'T I GET RESPECT ANY-MORE FROM ANYONE?
LOCATION SECURE, BOSS. SCANNERS CLEAN. INTERNAL ALARMS INERT. SO FAR, SO GOOD.
THAT, I FEAR, PROBABLY WILL NOT LAST.
THE PSYCHIC INHIBITOR FIELD AFFECTS ME THROUGHOUT THE ASTEROID. MY OWN TELEPATHY IS OF NO USE IN FINDING THE OTHERS.
SAME SEEMS TO APPLY TO ME, TOO. I HAVE A SENSE OF YOU, PROFESSOR, NOT THEM.
SO WE FIND 'EM THE OLD-FASHIONED WAY.
NOT NECESSARY, FORGE.
WE'VE ALREADY FOUND YOU!
SO TELL ME, RED--
-- IS MY KISS AS MUCH FUN...
...AS WOLVERINE'S?
CYCLOPS!?!


VRAMMP!
'CAUSE IT MAY WELL BE YOUR LAST!
MAKE IT EASY ON YOURSELVES, MES BRAVES.
YOU DON'T WANT THIS ANY MORE THAN WE, HEIN?
JOIN US, X-MEN.
AT THE SIDE OF ONE WHO EMBODIES ALL WE OPPOSE?
NEVER!
YOUR CHOICE, TIN MAN.
SKRUMP!
THE ACOLYTE DELGADO!
YOUR FUNERAL!
THWAM!

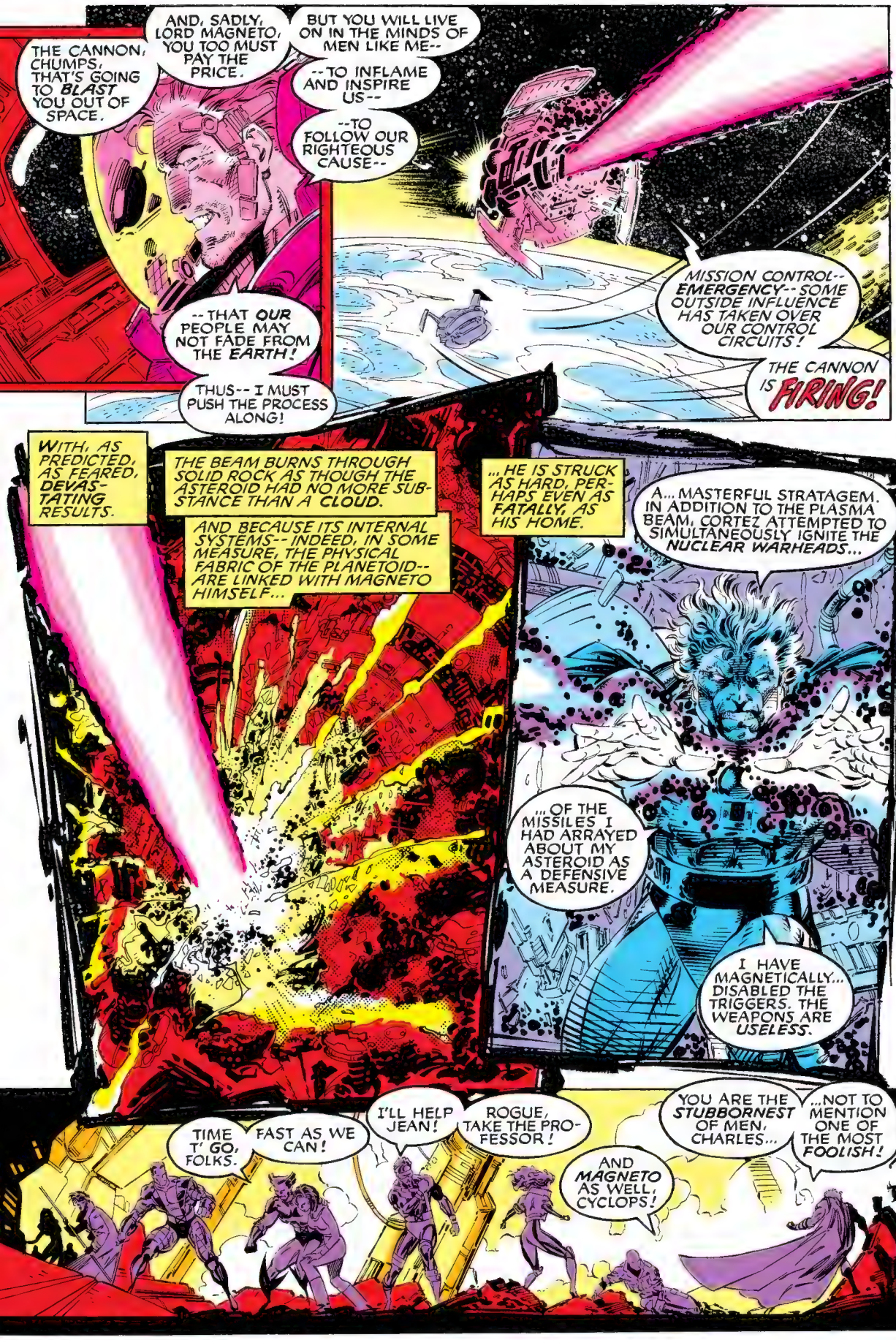

IF I MAY BE SO *BOLD*...
...THAT'S *HARDLY* THE WAY TO INFLUENCE PEOPLE...
...MUCH LESS MAKE *FRIENDS*.
KWUDD!
REVEALING YOUR *TRUE* COLORS, *M'SIEU BETE*?
NO MATTER. WHEN THIS IS FINISHED...
...WE'LL MAKE *SURE* YOU SEE THE LIGHT.
KRAK!
YOUR WAY OR NOTHING, THAT THE TICKET, GAMBIT?
CAST ASIDE THE PAST LIKE A SNAKE SHEDDING ITS SKIN, AS THOUGH IT WAS *NOTHING*?
BLAST THE MAN! HOW CAN HE BE BLOCKING MY *EVERY* SHOT?!
BLAZES, HE'S DEFLECTING THEM BACK AT ME.
SHIELD'S STOPPING MOST--
AKGH!
LAST ONE CLIPPED MY PROSTHETIC LEG. ONLY A SURFACE STRIKE, THOUGH, NO MAJOR DAMAGE.
CAJUN'S *NAILED*, FORGE.
STORM'S GOING AFTER ROGUE, ANYONE ELSE DOWN HERE NEED A HAND?
BWOP!
ONLY *ONE* PERSON AT THE MOMENT, ICEMAN.

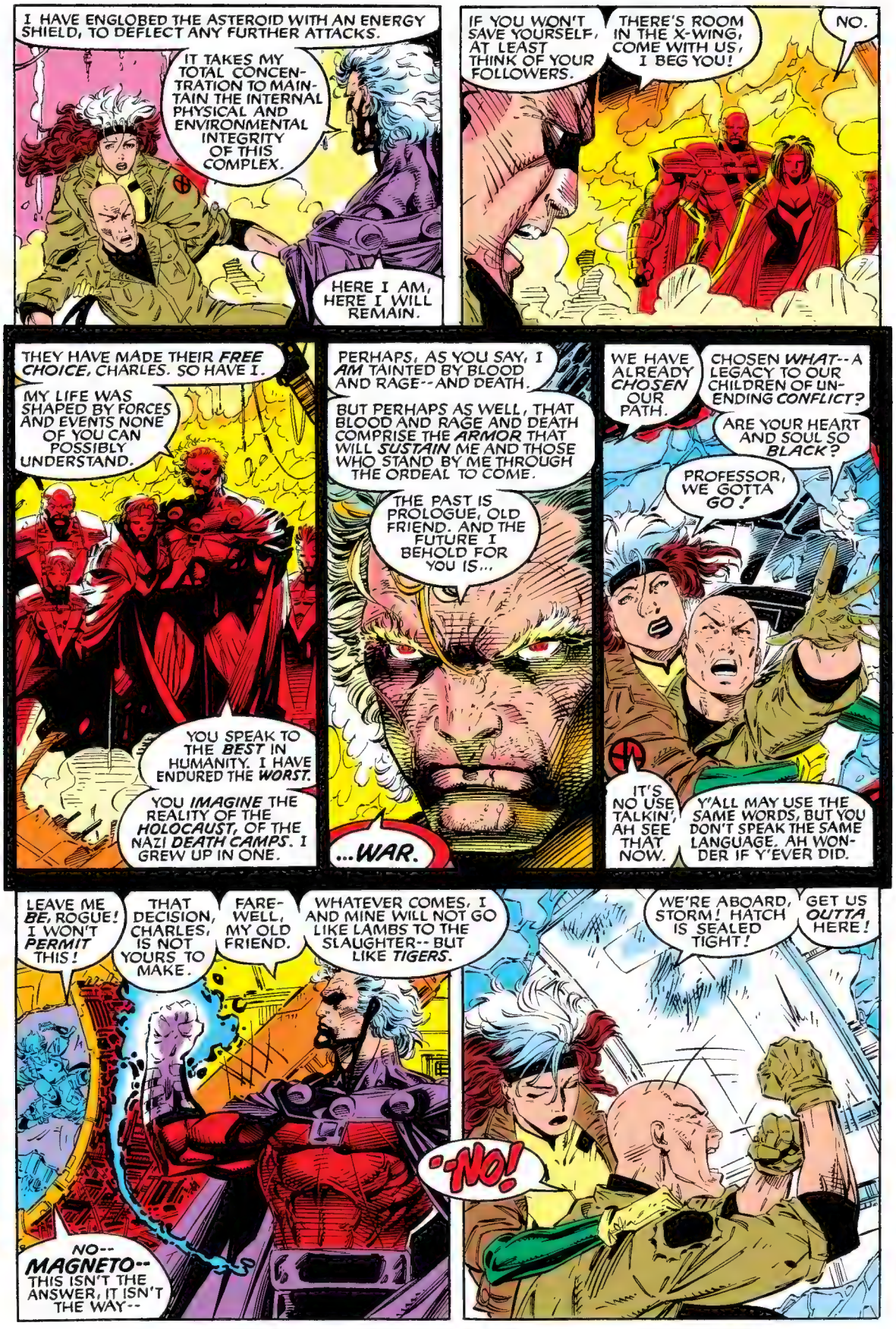

REGRETTABLY, THOUGH, ANY POSSIBLE DELIVERANCE FROM YOUR TEAM-MATES...
YOU!
...WILL COME TOO LATE!
Wugh!
BUT PSYLOCKE'S OUT-SMARTED HERSELF. FOR WHILE HER PSYCHIC KNIFE DOES INDEED DISRUPT THE STRUCTURE OF ICEMAN'S BRAIN...
...IT ALSO TRIGGERS AN UN-CONTROLLABLE, BROAD-BAND OUTBURST OF ENERGY FROM HIM THAT LEAVES EVERYTHING IN CLOSE PROXIMITY SHEETED IN ICE-- INCLUDING HER.
MEANWHILE...
TK'S STILL TOO WEAK TO DEFEND MYSELF.
MY TELEPATHY'S ALLOWING ME TO ANTICIPATE SCOTT'S TARGETS A SPLIT-SECOND BEFORE HE FIRES...
... BUT I CAN'T MAINTAIN THIS PACE. MY BODY'S TIRING TOO MUCH TO KEEP DODGING HIS OPTIC BLASTS.
CYCLOPS-- ALL OF YOU--
--STOP!
ROGUE, WHAT ARE YOU DOING?!
HAVE YOU BETRAYED THE CAUSE, TOO?!!
ZARK!
WAIT--
--THIS IS INSANE--
--WHAT AM I DOING?!
AIN'T ALT'GETHER SURE MYSELF...
...'CEPT WE'RE SIDIN' WITH OUR DEADLIEST FOES AGAINST OUR NEAREST AN' DEAREST...
... AN' THAT AIN'T NATURAL!

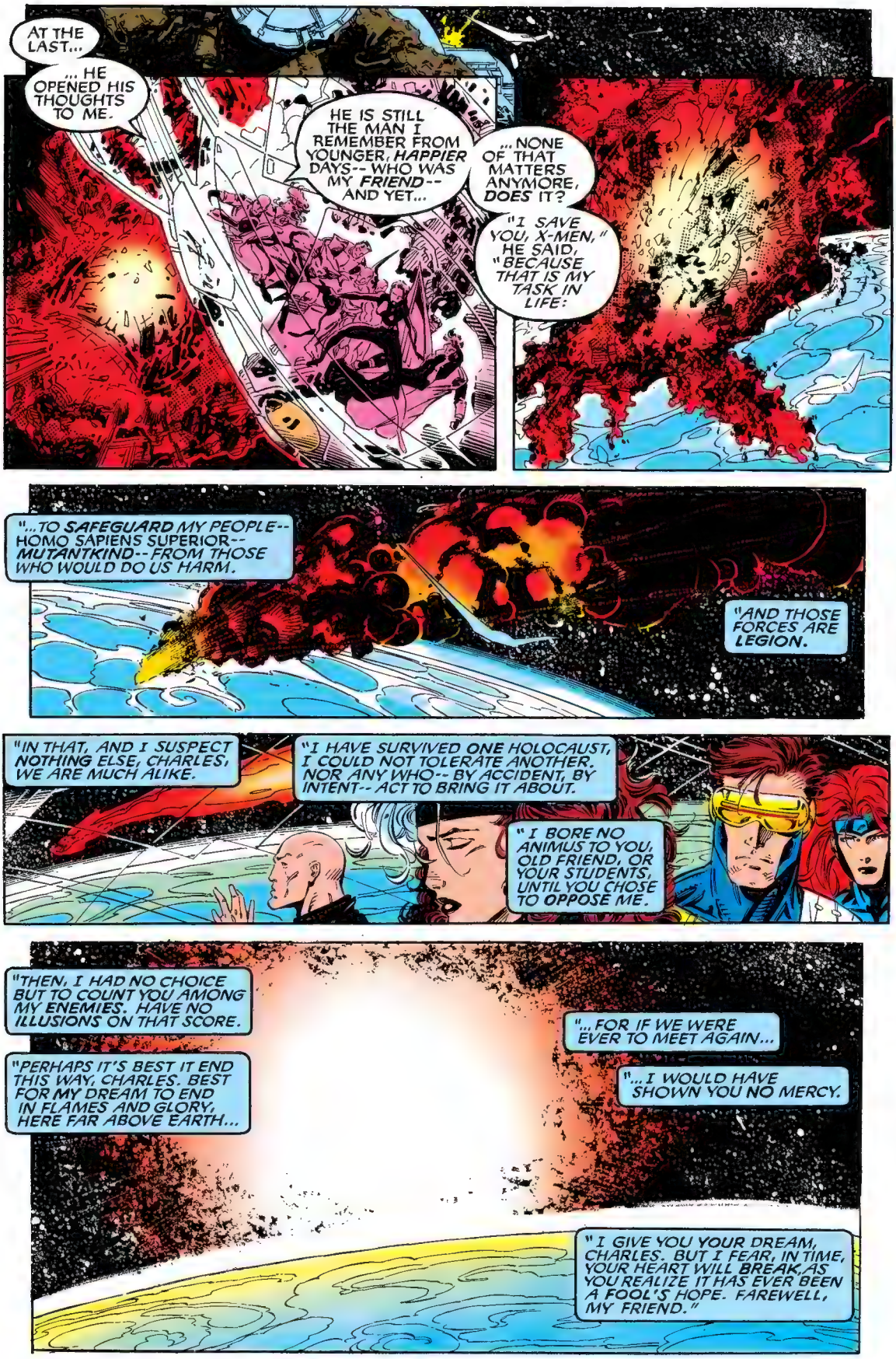

THAT, ROGUE, AS WITH SO MANY THINGS...
...DEPENDS ON YOUR POINT-OF-VIEW.
I SHOULD HAVE KNOWN NO POWER COULD BIND YOU X-MEN--YOUR INNATE STRENGTH OF CHARACTER IS TOO STRONG--EVEN WHEN IT IS FOR YOUR OWN GOOD...
...BUT I HAD HOPED.
"GOOD"?! MISTER, YOU DON'T KNOW THE MEANING OF THE WORD!
WHAT I DID, CYCLOPS, I DID TO SAVE YOU!
BY MAKING US YOUR PUPPETS?!
YOU WERE WARNED, X-MAN!
EITHER STAND WITH THE MASTER--
--OR FALL BEFORE HIM!
NO, DON'T!
POW POW POW


ENOUGH!
I WILL HAVE NEITHER MY PERSON NOR MY HOME FURTHER DESPOILED.
I DID NOT WISH YOU HARM, X-MEN...
...BUT I ALSO CANNOT AFFORD TO ALLOW MY FURTHER OPPRESSION.
CAN'T YOU SEE? AFTER ALL THESE YEARS, STILL DO YOU NOT UNDERSTAND?!
WHEN ALL IS SAID AND DONE, YOUR DREAM, MAGNETO, CANNOT ENDURE...
...BECAUSE IT WILL FOREVER BE TAINTED...
...BY THE BLOOD OF THOSE YOU'VE SACRIFICED ALONG THE WAY!
YOU DARE CONDEMN ME, XAVIER!
AFTER WHAT YOU'VE DONE!
AND POISONED AS WELL BY THE RAGE...
...THAT DRIVES YOU TO TAKE THOSE LIVES.
UNDER THE PRETENSE THAT IT WAS SOMEHOW NECESSARY.
AN INDIVIDUAL, A TEAM--PERHAPS OUR ENTIRE RACE--THAT HAS TO BE SLAUGHTERED...
...IN ORDER TO BE SAVED!
IS THAT WHAT YOU WANT?!
MERCIFUL GLORY, HE'S--DISCORPORATING?!?
ARRGH!

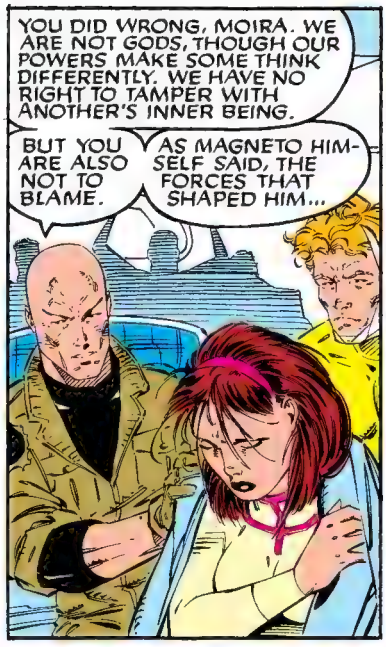

GAME'S OVER, BUB.
TIME T' CALL IT QUITS.
GO AHEAD THEN, WOLVERINE.
MAKE YOUR DAY. PLAY THE ROLE YOU SEEM BORN TO...
...THAT OF EXECUTIONER.
I... CANNOT STOP YOU.
I'M TEMPTED.
BUT WE'RE HEROES. EVEN WHEN IT HURTS, WE GOTTA STAND FOR SOMETHING.
AN' I DRAW THE LINE AT MURDER.
MY PROCESS WAS A FAILURE, MAGNETO--EFFECTIVE ONLY SO LONG AS THE SUBJECT NEVER USED THEIR MUTANT POWER.
THE STRUCTURES OF MIND AND BODY HAVE T' BE ALIGNED A CERTAIN, SPECIFIC WAY FOR THOSE POWERS T' OPERATE, IN HARMONY SO T' SPEAK WI' YUIR ESSENTIAL CHARACTER.
THAT'S WHY YOU ALL HAVE SUCH INDOMITABLE WILLS.
NO MATTER HOW DEEPLY YE'RE "BRAINWASHED," EACH USE O' YUIR POWER REVERTS YOU TO YUIR NATURAL, "DEFAULT" STATE.
YOU WERE NEVER DEPRIVED OF ANYTHING BY ME. THE CHOICES YOU MADE WERE THE ONES Y' WOULD HAVE MADE, REGARDLESS.
AN' IF THERE'S BEEN BETRAYAL HERE, 'TIS NAE BY US. LOOK T' YUIR OWN F'R THAT.
LOOK T' THE MAN WHO'S GOADED YOU T' CONFRONTATION AT EVERY STAGE. WHO'S CAST YOU IRREVOCABLY AS HUMANITY'S ENEMY!
CLAIMIN' HIS POWER WAS HEALIN' YOU, WHEN EVERY USE OF IT MADE MATTERS WORSE!
WHAT CORTEZ DID WAS AMPLIFY YUIR OWN POWER TO EFFECT THE ILLUSION O' RECOVERY. Y' WERE NO LESS HURT THAN BEFORE, Y' SIMPLY DID NA NOTICE IT ANY LONGER.
EVENTUALLY, P'RHAPS EVEN NOW, Y'D REACH A POINT O' NO RETURN, BEYOND YUIR POWER'S ABILITY T' SUSTAIN THE PHYSICALITY THA' HOUSES IT.
Y' NEEDN'T WORRY ABOUT WOLVERINE, MAN, I FEAR Y'RE DYIN' ALREADY.
YOU LIE!
COULD BE, BUB.
BUT THEN--WHO'S THAT BUGGIN' OUT IN THE ESCAPE POD?
WE TRIED TO STOP HIM--THAT'S WHY I WAS SO LATE GETTIN' HERE--BUT YOUR ASTEROID'S TOO FLAMIN' BIG. GOT TO THE HATCH TOO LATE.
HE IS FLEEING BEFORE THE PLASMA CANNON IS FIRED!
WHAT PLASMA CANNON?


THE CANNON, CHUMPS, THAT'S GOING TO BLAST YOU OUT OF SPACE.
AND, SADLY, LORD MAGNETO, YOU TOO MUST PAY THE PRICE.
BUT YOU WILL LIVE ON IN THE MINDS OF MEN LIKE ME--
--TO INFLAME AND INSPIRE US--
--TO FOLLOW OUR RIGHTEOUS CAUSE--
--THAT OUR PEOPLE MAY NOT FADE FROM THE EARTH!
THUS-- I MUST PUSH THE PROCESS ALONG!
MISSION CONTROL-- EMERGENCY-- SOME OUTSIDE INFLUENCE HAS TAKEN OVER OUR CONTROL CIRCUITS!
THE CANNON IS FIRING!
WITH, AS PREDICTED, AS FEARED, DEVASTATING RESULTS.
THE BEAM BURNS THROUGH SOLID ROCK AS THOUGH THE ASTEROID HAD NO MORE SUBSTANCE THAN A CLOUD.
AND BECAUSE ITS INTERNAL SYSTEMS-- INDEED, IN SOME MEASURE, THE PHYSICAL FABRIC OF THE PLANETOID-- ARE LINKED WITH MAGNETO HIMSELF...
...HE IS STRUCK AS HARD, PERHAPS EVEN AS FATALLY, AS HIS HOME.
A... MASTERFUL STRATAGEM. IN ADDITION TO THE PLASMA BEAM, CORTEZ ATTEMPTED TO SIMULTANEOUSLY IGNITE THE NUCLEAR WARHEADS...
...OF THE MISSILES I HAD ARRAYED ABOUT MY ASTEROID AS A DEFENSIVE MEASURE.
I HAVE MAGNETICALLY... DISABLED THE TRIGGERS. THE WEAPONS ARE USELESS.
TIME T' GO, FOLKS.
FAST AS WE CAN!
I'LL HELP JEAN!
ROGUE, TAKE THE PROFESSOR!
AND MAGNETO AS WELL, CYCLOPS!
YOU ARE THE STUBBORNEST OF MEN, CHARLES...
...NOT TO MENTION ONE OF THE MOST FOOLISH!


I HAVE ENGLOBED THE ASTEROID WITH AN ENERGY SHIELD, TO DEFLECT ANY FURTHER ATTACKS.
IT TAKES MY TOTAL CONCENTRATION TO MAINTAIN THE INTERNAL PHYSICAL AND ENVIRONMENTAL INTEGRITY OF THIS COMPLEX.
HERE I AM, HERE I WILL REMAIN.
IF YOU WON'T SAVE YOURSELF, AT LEAST THINK OF YOUR FOLLOWERS.
THERE'S ROOM IN THE X-WING, COME WITH US, I BEG YOU!
NO.
THEY HAVE MADE THEIR FREE CHOICE, CHARLES. SO HAVE I.
MY LIFE WAS SHAPED BY FORCES AND EVENTS NONE OF YOU CAN POSSIBLY UNDERSTAND.
YOU SPEAK TO THE BEST IN HUMANITY. I HAVE ENDURED THE WORST.
YOU IMAGINE THE REALITY OF THE HOLOCAUST, OF THE NAZI DEATH CAMPS. I GREW UP IN ONE.
PERHAPS, AS YOU SAY, I AM TAINTED BY BLOOD AND RAGE--AND DEATH.
BUT PERHAPS AS WELL, THAT BLOOD AND RAGE AND DEATH COMPRISE THE ARMOR THAT WILL SUSTAIN ME AND THOSE WHO STAND BY ME THROUGH THE ORDEAL TO COME.
THE PAST IS PROLOGUE, OLD FRIEND. AND THE FUTURE I BEHOLD FOR YOU IS...
...WAR.
WE HAVE ALREADY CHOSEN OUR PATH.
CHOSEN WHAT--A LEGACY TO OUR CHILDREN OF UNENDING CONFLICT?
ARE YOUR HEART AND SOUL SO BLACK?
PROFESSOR, WE GOTTA GO!
IT'S NO USE TALKIN', AH SEE THAT NOW.
Y'ALL MAY USE THE SAME WORDS, BUT YOU DON'T SPEAK THE SAME LANGUAGE. AH WONDER IF Y'EVER DID.
LEAVE ME BE, ROGUE! I WON'T PERMIT THIS!
THAT DECISION, CHARLES, IS NOT YOURS TO MAKE.
FAREWELL, MY OLD FRIEND.
WHATEVER COMES, I AND MINE WILL NOT GO LIKE LAMBS TO THE SLAUGHTER--BUT LIKE TIGERS.
NO--MAGNETO--THIS ISN'T THE ANSWER, IT ISN'T THE WAY--
-NO!
WE'RE ABOARD, STORM! HATCH IS SEALED TIGHT!
GET US OUTTA HERE!


AT THE LAST...
... HE OPENED HIS THOUGHTS TO ME.
HE IS STILL THE MAN I REMEMBER FROM YOUNGER, HAPPIER DAYS-- WHO WAS MY FRIEND-- AND YET...
... NONE OF THAT MATTERS ANYMORE, DOES IT?
"I SAVE YOU, X-MEN," HE SAID, "BECAUSE THAT IS MY TASK IN LIFE:
"...TO SAFEGUARD MY PEOPLE-- HOMO SAPIENS SUPERIOR-- MUTANTKIND-- FROM THOSE WHO WOULD DO US HARM.
"AND THOSE FORCES ARE LEGION.
"IN THAT, AND I SUSPECT NOTHING ELSE, CHARLES, WE ARE MUCH ALIKE.
"I HAVE SURVIVED ONE HOLOCAUST, I COULD NOT TOLERATE ANOTHER. NOR ANY WHO-- BY ACCIDENT, BY INTENT-- ACT TO BRING IT ABOUT.
"I BORE NO ANIMUS TO YOU, OLD FRIEND, OR YOUR STUDENTS, UNTIL YOU CHOSE TO OPPOSE ME.
"THEN, I HAD NO CHOICE BUT TO COUNT YOU AMONG MY ENEMIES. HAVE NO ILLUSIONS ON THAT SCORE.
"PERHAPS IT'S BEST IT END THIS WAY, CHARLES. BEST FOR MY DREAM TO END IN FLAMES AND GLORY, HERE FAR ABOVE EARTH...
"... FOR IF WE WERE EVER TO MEET AGAIN...
"... I WOULD HAVE SHOWN YOU NO MERCY.
"I GIVE YOU YOUR DREAM, CHARLES. BUT I FEAR, IN TIME, YOUR HEART WILL BREAK, AS YOU REALIZE IT HAS EVER BEEN A FOOL'S HOPE. FAREWELL, MY FRIEND."


GOTTA SAY THIS FOR THE MAN--
--HE KNOWS HOW TO MAKE AN *EXIT*.


YOU DID WRONG, MOIRA. WE ARE NOT GODS, THOUGH OUR POWERS MAKE SOME THINK DIFFERENTLY. WE HAVE NO RIGHT TO TAMPER WITH ANOTHER'S INNER BEING.
BUT YOU ARE ALSO NOT TO BLAME.
AS MAGNETO HIMSELF SAID, THE FORCES THAT SHAPED HIM...


...DID THEIR WORK LONG BEFORE THE X-MEN WERE EVEN BORN.
NOW PERHAPS THE TIME HAS COME TO DO SOME SHAPING OF OUR OWN.
TO *ACT* ON THE STAGE OF HISTORY.


LIKE MAGETO, WE HAVE MADE CHOICES IN OUR LIVES, WE HAVE TAKEN OUR STAND FOR WHAT *WE* BELIEVE IN. WE WERE BOTH HAUNTED MEN, HIM BY A *NIGHTMARE*, ME BY A *DREAM*.
TIME WILL TELL WHICH OF US WAS *RIGHT*.
HIS CHOICE WAS EVER FUELED BY RAGE, TAINTED BY THE *DESPAIR* THAT SCARS HIS SOUL.
AS OURS, I PRAY, WILL BE SUSTAINED BY *HOPE*.
WE HAVE IT WITHIN OURSELVES, X-MEN-- AS DO ALL PEOPLE, WHETHER MUTANTS OR NO-- TO LEAVE OUR WORLD BETTER THAN WE FOUND IT.
TO STRIVE FOR THE HEIGHTS OF OUR POTENTIAL, TO SEEK OUT THE *BEST* IN OURSELVES AND IN OTHERS, WHERE MAGNETO WOULD HAVE AUTOMATICALLY ASSUMED THE *WORST*.


YES, THAT IS AN IDEAL. PERHAPS AN UNATTAINABLE ONE. BUT SUCCESS IN THIS IS NOT WHAT IS IMPORTANT.
WHAT MATTERS IS THE ATTEMPT. AND OUR POWERS, OUR ROLE AS *HEROES*-- PERHAPS EVEN THE SIMPLE FACT THAT WE *LIVE*-- GIVES US THE OBLIGATION TO *TRY*.
CSC · 1976-1991 · FIN


NEXT:
OMEGA RED!


MARVEL COMICS
AND NOW BIG ENOUGH SO YOU CAN SEE IT . . .
TM
© 1991 MARVEL ENT GROUP INC
$1.00 US
$1.25 CAN
104
SEPT
UK 60p
APPROVED BY THE COMICS CODE
AUTHORITY
X-TRA SPECIAL X-MEN PREVIEW ISSUE!
MARVEL AGE
FEATURING:
JIM LEE
UNPUBLISHED ART!
INTERVIEW!
PROFILE! (WOW)
PLUS:
THE 1ST MARVEL MUTANT STORY EVER – BY STAN LEE AND STEVE DITKO! (FROM AMAZING ADULT FANTASY #14!)

X-TRA THE MUTANT REPORT X-TRA

VOLUME 5 "THE NEXT STEP IN NEWS EVOLUTION" NUMBER 11

JIM LEE INTERVIEW



Jim Lee has become one of the hottest, most popular comic book artists of the early 1990s. Having begun his career at Marvel on ALPHA FLIGHT, and later THE PUNISHER'S WAR JOURNAL, Jim finally achieved his present high level of popularity as penciler of Marvel's perennial favorite, THE UNCANNY X-MEN. Recently a portfolio of Jim's Marvel covers has been released to the direct sales market. But the big news is that Jim is the artist on Marvel's brand new X-series, titled, simply enough, X-MEN, scripted, as always, by Chris Claremont, inked by Scott Williams and edited by Bob Harras.

Jim has come a long way in the five years he has been in the comics business. He had been a comics fan when he was growing up. Jim recalls, "The stuff I was reading when I was in high school that I really loved was the X-MEN by Chris Claremont and John Byrne and DAREDEVIL by Frank Miller and Klaus Janson. Those are the two comics that I really collected avidly for the story and art. I would say John influenced me a great deal. I was a big Neal Adams fan, too, because I thought his stuff on the X-MEN from the late '60s looked great."

Jim gave up reading comics for a while, only to return to it in his

senior year in college. "By that time Frank Miller was doing DARK KNIGHT. A friend of mine showed me that and I was just astounded. It was gorgeous. That really got me back into comics. I found out that he and David Mazzucchelli had done some more DAREDEVILs and I picked those up, and I really liked the artwork on that. So David Mazzucchelli was an influence, Klaus Janson, Howard Chaykin, Kevin Nowlan, Mike Mignola, pretty much everyone and anybody."

"By June of 1986," Jim recalls, "I'd just graduated from college, and I was interested in pursuing a career in commercial or fine art or something like that." He decided to try to get into the comics business. "I was sending submissions to a lot of companies, getting a lot of rejection letters. But I was drawing about a page, a page and a half a day. And I was improving a lot, month to month.

By that November he was feeling confident about his level of proficiency, and decided to attend a Thanksgiving weekend comics convention in New York City that he had read about in CLOAK AND DAGGER. "I knew nothing about conventions, never having been to one before. I was looking to get work from anybody, really. And I had a story, a sort of techno-thriller type of story that I had drawn up. I took it there with me, and I showed it to a lot of different companies, and no one really was interested except for Archie Goodwin from Marvel. He said, 'This looks great. Come on in to the offices and see what we can do for you.' I went in Monday and [Archie] showed the work around to give you a tryout story." So it was that Jim ended up working on issues of ALPHA FLIGHT for Carl.

As a fan of John Byrne's, Jim was excited about getting to draw a team that John had created. "But then when they sent me the plot, Bill Mantlo had decided with that first issue the whole team was different. So I think I only ended up drawing one character of John's, Sasquatch, and the rest I had never seen before. I was kind of let down. But it was my first job. I was happy to get it! Thank God it wasn't a New Universe book!"

In working on ALPHA FLIGHT Jim was still learning his craft. "I was really struggling just to make the work come out on time, figure out how to tell stories, my drawing, learning how to do more interesting layouts. That kind of thing, a lot of the real basic stuff that I think artists need to know.

Eventually, Jim started drawing one of Marvel's most popular solo characters. "I remember Carl, who ended up writing THE PUNISHER'S WAR JOURNAL had noticed that on the back of my pages, every now and then, I draw little pictures of characters I'd like to draw, and one of them was the Punisher. I think the original art team he was going to go with had fallen through, and he said, 'Are you interested in doing THE PUNISHER?' And I said, 'Sure.' It was something I wanted to do, because it's a different genre within comics. It's the darker, grittier, more realistic kind of comic book. There's a lot of shadows, a lot of hardware, a lot of realistic-looking buildings, which is a little different from what I was doing in ALPHA FLIGHT, which had people jumping from dimension to dimension, and all these crystal monsters."

Still, Jim goes on, "I think after doing sixteen issues of THE PUNISHER, I got kind of burnt out on the realistic stuff, because there is a great deal of reference and research that has to be done, and in terms of creativity, how many times can you show the Punisher driving his van in a different dramatic fashion?"

So Jim was happy to switch over to THE UNCANNY X-MEN, a very different kind of assignment. "Working on X-MEN now, it's a whole new ball game. I've got to create some villains, some aliens and gadgets, and different technologies for different races. It's more demanding, but at the same time I think it's more challenging, it's more interesting."

Of course, having been a longtime X-MEN fan also makes working on these characters exciting for Jim. "That's why I feel fairly confident I'll be on this new book for a while, because not only do I have the challenges of the book—the fact that it can go anywhere: outer space, inner space, whatever—I also have that feeling of nostalgia when I draw it. It's like, 'Oh, this is that character that I used to really like.' I get a kick out of that."

Jim feels it has taken him different amounts of time to find the look he wants for the various members of the X-MEN cast. "I find that with some characters, right off the bat, I can go, well, this would be cool if we did it this way." However, in the cases of other characters, like Storm, Jim points out, "You look at my first several issues, the faces of different characters change when I just try to find [the look] for them to have. I'm starting to get a handle on it now. It's starting to jell for me. I feel pretty comfortable with Wolverine, Psylocke, Jubilee, Storm, because I draw them a lot more. I still haven't got a handle on Forge yet or Banshee—I'm working on that." Recent issues of UNCANNY X-MEN have given him lots of opportunities to draw Rogue. "But if you look at the first Rogue issue I did and the third, it's fairly different in terms of the kind of ciphers I use for the nose and mouth," he says. "And I'm also trying to figure out exactly what age these people are. I especially want to get to the point where every time I draw Rogue it's fairly consistent, and it's starting to get to that point now, the ninth or tenth issue in a row that I'm doing. I'm starting to develop that consistency."

Jim sees himself as taking a cinematic approach to drawing comics. "When I read the plot—Chris does very detailed plots—if I can imagine it, if I can see it in my head, it's very easy for me to put it down on paper." With the recent Savage Land storyline with Rogue and Magneto in UNCANNY X-MEN, Jim says, "It's like I was running reels in my head, and I could see everything going, and I just kind of stopped and said, 'Okay, I'll draw that shot.' In terms of the actual shots I use, they're fairly basic. There are a lot of different things you can do with angles to create drama, to create emotion, other than what you draw within that panel."

Asked how he thinks his work has changed since he first came to



Marvel, Jim replies, "I really can't tell from my point of view as much. I really don't approach it in a different way. But I think every artist, especially the real young ones, when they draw their stuff, they think it looks great. They're blind to their mistakes. Although I pick up on it after I draw something — three months later I look back on it and I see the mistakes — when I'm doing it, I always feel this is the best work I can do at the time. Looking back on my issues I can tell, of course, I've been improving, but as I'm doing the work I can't tell. What I'm trying to do now is exaggerate more, play around with proportions a little bit, and really work on visual expressions. That's real important, too."

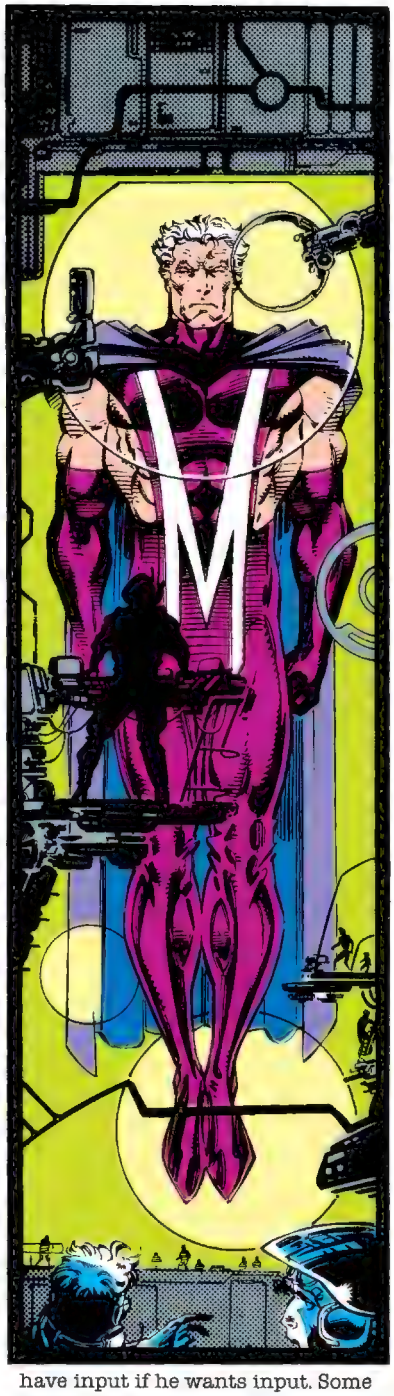
Each of the two X-MEN books, the new one and UNCANNY, will focus on a different team of X-Men, although both teams will be supervised by Professor Xavier. "I think I'd like to have him play a more active role. He should be like Picard in STAR TREK: THE NEXT GENERATION: he doesn't go out in the field, but he is the leader behind the team."

The X-MEN office wants to keep the roster of each X-MEN team something of a secret, in order to surprise the fans. The new X-MEN book's team will have six members, and we can say that it will be a combination of members of the original X-Men (formerly members of X-Factor) and members of the "new" X-Men, including Wolverine.

"I think having the original X-Men come back was a good idea," Jim says. "It didn't really make any sense for me why X-Factor existed. Especially with Xavier back now, it seems more strange that there would be these two separate teams, when they all know each other very well, and they all share the same mission or dream in life."

Furthermore, the villain in the new X-MEN's initial storyline will be Magneto, returning to his role as one of the team's greatest antagonists. "I think Magneto is the consummate X-MEN villain, and I like his old costume," says Jim. "I think if lit properly and in the right pose, he can be extremely threatening just standing there." Jim hopes to be revealing new things about both Wolverine and Magneto in upcoming issues of the new series.

Jim has been participating in plotting the X-MEN stories he has worked on for both series to varying degrees, changing with each issue. He and Whilce Portacio, for example, co-plotted the first Savage Land issue with Rogue and Magneto. "I've had a lot of input on the storyline. Chris has been renowned for letting whoever his artist is



have input if he wants input. Some issues that we've done, I'd say we did co-plot, others I'd say I had input. Some of the outer space stuff we're doing [in UNCANNY X-MEN], he had a plot, I added stuff, and he reworked it, and so I'd say it's maybe 60-70% his and 30-40% mine. In think there's some other issues where I felt I had at least 50%. There are some issues we plot just by talking together. I think with the new series both Whilce [Portacio] and I are being encouraged to give as much input as possible, and I think Chris prefers that because it allows him to get feedback on his ideas."

Jim hopes to help make the new X-MEN series as accessible as possible to new readers. "What I'd like to see is that any fan out there who hasn't been reading the 270 or 280 odd issues of [UNCANNY] X-MEN that are out there should be able to pick up X-MEN #1 and collect it from that point on and understand it to a large degree. I want allusions to the past and pre-established characters popping in, but I also want to create new continuity from issue one. I want to clear away some of the plotlines that have been established and strike out into new territory. I also want the stories to have a definite beginning, middle, and end. What I'd like to see is three- or four- or five-part stories, these arcs of stories that kind of overlap a little bit. But as soon as we start something, if we set something up, we'll take care of it within ten issues instead of letting it linger on and on. If we ever do use anything from past issues, there will be a flashback, or there will be an expository section in the comic explaining who this character is, or how he is related to the X-Men. We want to tie it in to X-MEN continuity, but at the same time it won't be a requirement that you have read all the other issues. We will explain things as we go along."

With Xavier back in charge, Magneto again a villain, and members of the original X-Men back on the team, it may seem at first glance that the two X-MEN books are going back to the days of Stan Lee and Jack Kirby's original X-MEN series. But Jim points out that the current X-MEN books are very different. "The world has changed; the characters have changed. It's not like we've tried to take the book thirty years back in time. We're seeing the same conflict, but in a different light, in different circumstances." He thinks of the new series as combining the best of the original X-MEN with the best of what the X-Men are about nowadays.

Jim has other projects in the works too, including penciling, inking, and co-plotting (with Gregory Wright) a PUNISHER hardcover graphic novel, which should appear later this year.

But he plans to remain with the new X-MEN series for the foreseeable future. "With every book I've done, I like to feel that I've put my mark on that book. I'd like to do up to issue 50 of the new series. That's my goal. If I end up doing 25, that'll be good, too. But somewhere between 25 and 50," and then he adds, laughing, "barring a nervous breakdown!"

Peter Sanderson

Pro File:

JIM LEE



A MARVEL AGE MAGAZINE X-clusive! This 1977 rendering of Wolverine, by a young Jim Lee!

Marvel freelance credits (past): ALPHA FLIGHT, PUNISHER: WAR JOURNAL, UNCANNY X-MEN.

Marvel freelance credits (present): X-MEN, PUNISHER, and NICK FURY graphic novel.

My place of birth: Seoul, South Korea.

People who knew me in high school thought I was: Short.

My hobbies are: Tennis, Scuba Diving, Traveling, and sleeping.

My pet peeves are: The growing proliferation of nuclear and chemical weapons, the destruction of the world's eco-system and balancing my check book.

My favorite performers are: Violent Femmes, Midnight Oil, Cowboy Junkies, The Doors, Sandra Bernhard, Penn & Teller, and Karl Alstaetter.

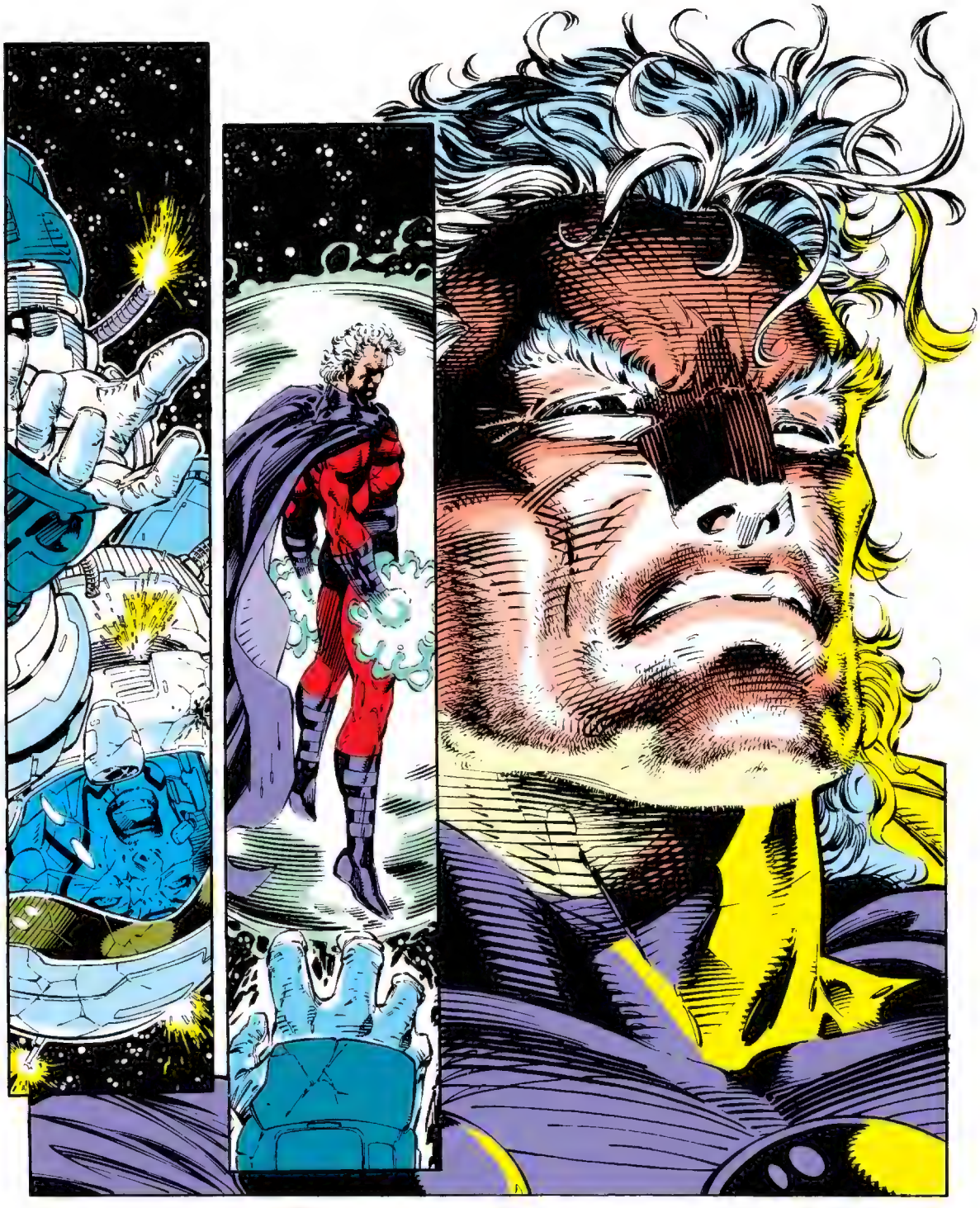
The last good books I read were: ***Silence of the Lambs*** by Thomas Harras and *Liar's Poker* by Michael Lewis.

The last good movie I saw was: ***Spartacus.***

If they were making a movie of my life, I'd like to see my part played by: Spike Lee.

My oddest habit is: Shaking my foot at a rapid, regular pace.

My greatest accomplishment outside the comics field is: 1. Getting married. 2. Graduating



from Princeton University with a degree in Psychology.

The reason I got into comics was: I didn't want to become a brain surgeon

The biggest influences on my work include: My Homage Boys: Scott Williams, Whilce Portacio, Joe Chiodo, and Karl Altstaetter. Also: Neal Adams, John Byrne, Kevin Nowlan, Mike Mignola, Art Adams, Milo Manara, and Barry Windsor-Smith.

The single work of which I am most proud is: PUNISHER: WAR JOURNAL #10, UNCANNY X-MEN #274, and X-MEN #1.

My greatest unfulfilled ambition in the comics field is: To create a book/team which will shape future comics as much as AMAZING FANTASY #15 or UNCANNY X-MEN #94.

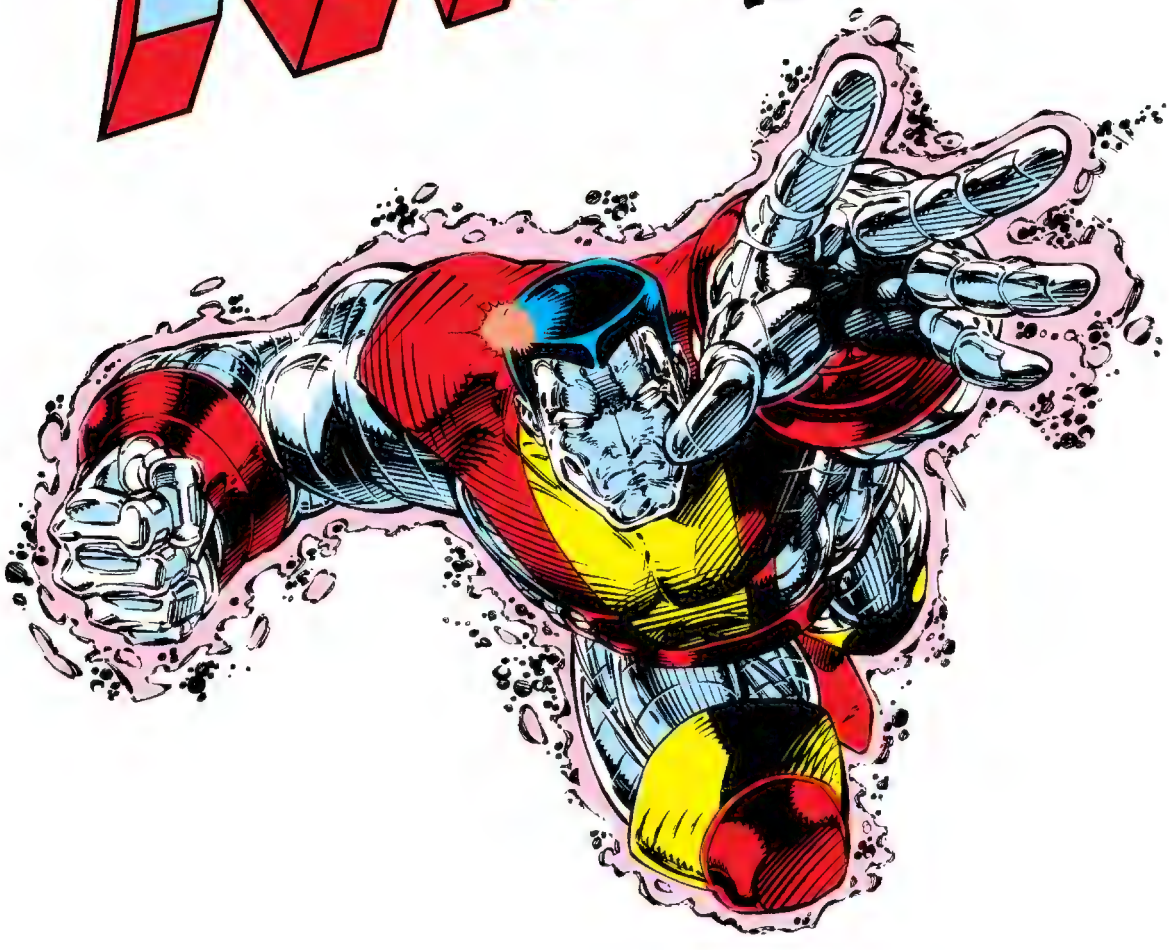
The worst part of my job is: Getting my job in before the deadline and having to turn people down for whatever reason.

When nobody's looking I like to: Dunk on Jordan.

The one thing I really want the world to know about me is: I truly love my job.

X-MEN®

PREVIEW



Finally! The reunion that's taken excitement in the "X" books to an all-time high is about to happen. Professor Xavier's original five students — Marvel Girl! Beast! Cyclops! Archangel! Iceman! — will be returning to the X-Men team.

"Seems like old times — but it's not," according to Editor Bob Harras. The world has changed since these five originally banded together. Paying homage while adding a 90's sensibility to the early issues which gave the first X-MEN series such a solid foundation, the new series resonates with themes from the original X-Men adventures. This will be a more mature team that has seen comrades die and watched a simple world of good vs. evil lose it naivete. As artist Jim Lee sees it, "these are the same players but the rules of the game have changed, if not the game itself." This is a group struggling to rebuild the guidelines in a challenge where the stakes are much higher — and deadlier.

With the proliferation of the mutant population, greater threats have been evolving all the time, necessitating greater vigilence on the part of the X-Men. In order to best deal with any potential mutant threat, the X-Men have been divided into two teams: Wolverine,

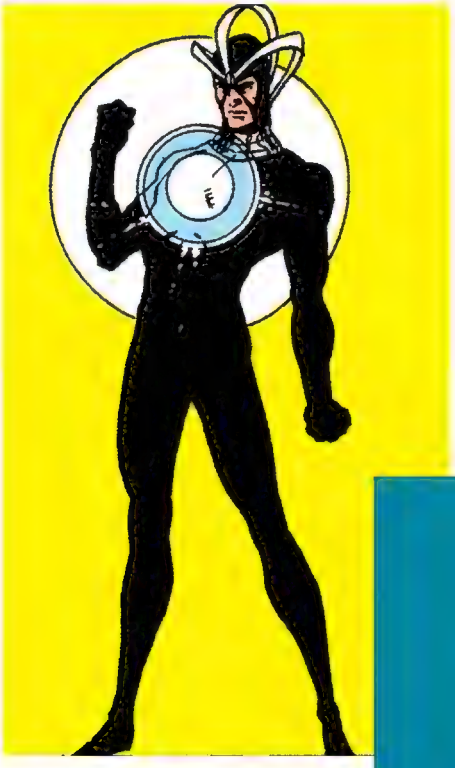
Psylocke, Beast, Gambit, and Rogue will follow Cyclops on the X-Men team, while Marvel Girl, Colossus, Archangel and Iceman will be led by Storm on the Uncanny X-Men team. Having two books will also provide the extra room to continue the tradition of in-depth characterization, a trademark of writer Chris Claremont's, which has made the 'X' characters fan favorites.

"The first two issues of the series bring us a Magneto who is trying to come to grips with the choices he has made," according to Jim Lee. But this is not the Magneto they fought in UNCANNY X-MEN #1. He's been the villain, the hero, the teacher trying to take up Xavier's dream, learning only that he is not Xavier and cannot be. This is a "grimmer, grittier Magneto," according to Bob Harras. This is a villain with convictions as strong and as clear as any of Xavier's. Magneto now sees himself as the true messiah of mutant-kind, ready to do whatever may be necessary to achieve his goals. Chris and Jim plan to introduce a group of disciples, called Acolytes, who are mutants ready to follow Magneto's lead. Magneto — madman or savior of mutant-kind — believes more staunchly than ever that he is right and has more power than ever to act upon his decisions. It has been said that there is no greater danger than a wrong man who truly believes what he's doing is for the greater good. If so, The X-MEN are in for the fight of their lives, quite literally. And that's just the first two issues!

For readers who haven't been following the adventures of the X-Men, this is a great time to come on board. And for all the collectors that have already been lo these many years, Marvel has planned a special event to commemorate the beginning of what is sure to be a landmark series. In spectacular Marvel fashion, this issue will break tradition and be released once each week in August — each with a different cover and centerfold pinup! The fifth week will be another first-ever for Marvel in that it will feature a double gatefold cover collecting all of the centerfolds and previously released X-MEN #1 covers. Don't miss it!

So come back to the beginning — like you've never seen it before!

— Suzanne Gaffney







MARVEL AGE #92 **PINUPS BY JIM LEE**


Fred Hembeck
PRESENTS
THE Fantastic Five!
One afternoon, in New York City...
HAH! Wait'll the others see what I'VE got! They'll be Gamma Ray GREEN with ENVY!
Elsewhere...
HOT DOG! I sure am gonna IMPRESS everyone with THIS!
ALSO elsewhere (it's a BIG city, folks)...
The rest of the team will undoubtedly find my purchase to be of GREAT interest.
Elsewhere, the LAST...
The boys are going to be MIGHTY EXCITED when they SEE what I have..
Suddenly!
SIMULTANEOUSLY
UH, OH!
Better get back--
SOMEONE needs me--
--at HOME BASE!
I'M BACK.. WHAT'S THE PROBLEM?
You mean YOU didn't?--
No, I thought YOU?..
DON'T look at ME!
Then, I wonder WHO?..


Say, I just REALIZED--I purchased something I want to SHARE with you all...
Yes, me TOO.
AND me...
Ditto.
X-MEN NUMBER 1
X-MEN NUMBER 1
--THE ALL NEW X-MEN #1!!
HUH?*
There's--there's FOUR DIFFERENT COVERS!?!
I--I, don't understand?
Hmm. I think perhaps I do.
Then explain it to US, Boss Man!
Let's examine the EVIDENCE, shall we? There are four distinctly DIFFERENT covers here--FOUR FANTASTIC covers, you might say. DON'T YOU SEE? This is Marvel Comics' way of paying TRIBUTE to US, The Fantastic FOUR, their FIRST and their GREATEST super team? And QUITE an honor it is, too...
Well, MAYBE...
..but the reason I summoned you all back here was to see THIS, the fantastic FIFTH edition X-MEN #1!
ALICIA?
By COMBINING all 4 covers together to make ONE fabulous fold out illustration, what you get is a MAGNIFICENT COLLECTOR'S EDITION unlike any other! RADICAL!
Uh, Alicia, honey, I don't mean to be INSENSITIVE or anything, really I don't, but since you're, uh, SIGHTLESS, how come you're so EXCITED about this new X-MEN #1??...
Hey, I may be BLIND, but I'm NOT STUPID!
And neither are YOU, Marvel Zombie! So go on out to your local comics emporium and DEMAND the Fantastic Five! Both Stan AND Jim Lee will be GLAD you did!



SPEAKEASY #119 COVER BY JIM LEE



AMAZING HEROES #192 COVER BY JIM LEE



ADVANCE COMICS #32 COVER BY JIM LEE





CHARACTER SKETCHES BY JIM LEE, FROM *COMICS INTERVIEW #98*





CHARACTER SKETCHES BY JIM LEE, FROM *COMICS INTERVIEW #98*



WOLVERINE ROUGH SKETCH BY JIM LEE, FROM THE *WIZARD: JIM LEE MILLENNIUM EDITION HC*

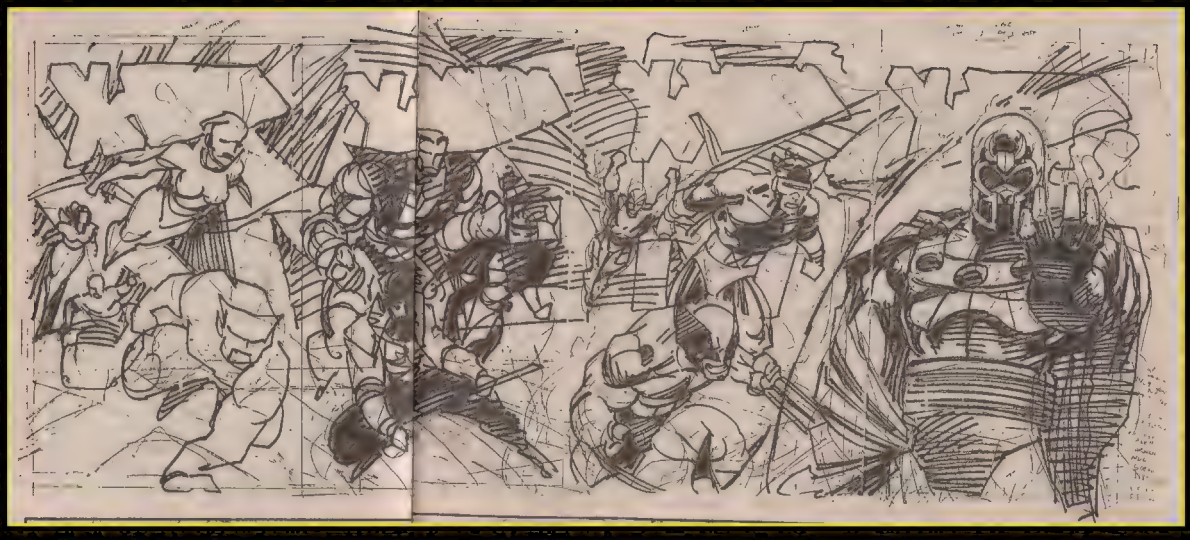


WOLVERINE SKETCH BY JIM LEE, FROM *SPEAKEASY #119*



SPEAKEASY #119 PINUP BY JIM LEE





X-MEN #1 PRELIMINARY AND FINAL COVER SKETCHES BY JIM LEE

IN 1990,
MARVEL® COMICS
BROKE ALL
RECORDS
WHEN
SPIDER-MAN® #1
SOLD MORE
COPIES THAN
ANY COMIC
EVER PUBLISHED.



WE WERE JUST WARMING UP.

X-MEN® #1

ON SALE IN AUGUST

TM & © 1991 Marvel Entertainment Group, Inc. All rights reserved.

X-MEN #1 HOUSE AD BY JIM LEE



THIS SMALLER VERSION OF THE AD RAN IN VARIOUS 1991 LETTERS PAGES.



X-MEN #1 RETAILER HOLOGRAM BY JIM LEE & SCOTT WILLIAMS



MARVEL ILLUSTRATED: THE SWIMSUIT ISSUE PINUP BY JIM LEE • TEXT BY MAX FLEISHER



MARVEL ILLUSTRATED: THE SWIMSUIT ISSUE PINUP BY JIM LEE • TEXT BY MAX FLEISHER

The X-Men women, Storm, Rogue, Psylocke and Dazzler, catch up on old times in this Land That Time Forgot with X-Factor's Jean Grey and Excalibur's Phoenix and Shadowcat, under the watchful eye of team chaperone Lockheed the Dragon. Swimwear by Silvestri.



MARVEL ILLUSTRATED: THE SWIMSUIT ISSUE PINUP BY MARC SILVESTRI & TERRY AUSTIN • TEXT BY MAX FLEISHER



X-MEN POSTER BY JIM LEE & ART THIBERT



X-MEN: MIGHTY MUTANT TOUR PRINT BY JIM LEE



X-MEN: WRATH OF APOCALYPSE COLLECTED *X-FACTOR #65-68*. COVER ART BY JEFF MATSUDA & ART THIBERT.



MARVEL COLLECTIBLE CLASSICS: X-MEN #6 REPRINTED *X-MEN #1.*
CHROMIUM COVER ART BY HUMBERTO RAMOS & JIMMY PALMIOTTI.



X-MEN: MUTANT GENESIS TPB COLLECTED *X-MEN #1-7.*
2ND-PRINTING COVER ART BY JIM LEE, SCOTT WILLIAMS & JOE CHIODO.





ESSENTIAL X-FACTOR VOL. 5 TPB FRONT & BACK-COVER
ART BY WHILCE PORTACIO, ART THIBERT & THOMAS MASON



ESSENTIAL X-MEN VOL. 11 TPB COVER
ART BY JIM LEE & THOMAS MASON



X-MEN: MUTANT GENESIS TPB (2006 EDITION) COVER
ART BY JIM LEE, SCOTT WILLIAMS & TOM SMITH



X-MEN #1 20TH ANNIVERSARY EDITION GATEFOLD COVER BY JIM LEE, SCOTT WILLIAMS & THOMAS MASON



X-MEN #1 20TH ANNIVERSARY EDITION FOLDOUT POSTER BY JIM LEE, SCOTT WILLIAMS & THOMAS MASON



X-MEN #2 COVER, RECOLORED FOR THE *X-MEN: MUTANT GENESIS 2.0 HC*, BY JIM LEE, SCOTT WILLIAMS & THOMAS MASON



ESSENTIAL X-MEN VOL. 11 TPB BACK-COVER ART BY JIM LEE & THOMAS MASON



X-MEN BY CHRIS CLAREMONT & JIM LEE OMNIBUS VOL. 1 HC COVER BY JIM LEE & THOMAS MASON





The original team, now called X-Factor, takes center stage when Proteus returns from the grave. But when Apocalypse strikes, infecting Cyclops' son Nathan with a deadly virus, Cyclops must make a bitter sacrifice! And the current X-Men return to Earth to find that Professor X's old foe the Shadow King has risen — and taken over Muir Island! It will take X-Factor and the X-Men's combined strength to triumph — and when the dust clears, the two teams will become one! An uncanny new era begins as the reunited X-Men go back to basics — beginning with a deadly confrontation with Magneto and his fanatical Acolytes!

VOLUME
19
1991

X-MEN ANNUAL #15, X-FACTOR #65-70, UNCANNY X-MEN #278-280, X-MEN #1-3 AND MATERIAL FROM NEW MUTANTS ANNUAL #7 & X-FACTOR ANNUAL #6

The Epic Collections feature the best characters and stories from Marvel's vast history. Volumes are not published in chronological order — so start your collection today with this edition!

EPIC T
MARVEL